

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U31100TN2008FTC069121

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCT0151D

(ii) (a) Name of the company

TOSHIBA JSW POWER SYSTEM!

(b) Registered office address

S NO 74-95 VAIKKADU VILLAGE, ANDARKUPPAM
CHECK POST, MANALI NEW TOWN,
CHENNAI
Tamil Nadu
600103

(c) *e-mail ID of the company

rajesh.seshan@toshiba-tjps.in

(d) *Telephone number with STD code

04435267634

(e) Website

www.toshiba-tjps.in

(iii) Date of Incorporation

02/09/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 26/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	OSHIBA ENERGY SYSTEMS ANI		Holding	76

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,913,509,620	1,883,509,620	1,883,509,620	1,883,509,620
Total amount of equity shares (in Rupees)	19,135,096,200	18,835,096,200	18,835,096,200	18,835,096,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF RS 10 EACH				
Number of equity shares	1,913,509,620	1,883,509,620	1,883,509,620	1,883,509,620

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	19,135,096,200	18,835,096,200	18,835,096,200	18,835,096,200

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,680,000,000	2,010,000,000	2,010,000,000	2,010,000,000
Total amount of preference shares (in rupees)	26,800,000,000	20,100,000,000	20,100,000,000	20,100,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CUMULATIVE PREFERENCE SHARES OF RS 10				
Number of preference shares	480,000,000	360,000,000	360,000,000	360,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	4,800,000,000	3,600,000,000	3,600,000,000	3,600,000,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
NON CUMULATIVE PREFERENCE SHARES OF R				
Number of preference shares	2,200,000,000	1,650,000,000	1,650,000,000	1,650,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	22,000,000,000	16,500,000,000	16,500,000,000	16,500,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,883,509,6	0	1883509620	18,835,096,	18,835,09€	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 						
At the end of the year	1,883,509,6	0	1883509620	18,835,096,	18,835,09€	
Preference shares						
At the beginning of the year	2,010,000,0	0	2010000000	20,100,000,	20,100,000€	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 						
At the end of the year	2,010,000,0	0	2010000000	20,100,000,	20,100,000€	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)
Ledger Folio of Transferor		
Transferor's Name		
	Surname	middle name
		first name

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
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Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee			
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Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,829,200,000

(ii) Net worth of the Company

860,600,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,883,509,620	100	2,010,000,000	100
10.	Others	0	0	0	0
	Total	1,883,509,620	100	2,010,000,000	100

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

4

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	4	5	4	4	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	5	4	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
TAKAYUKI MARUME	08301981	Managing Director	0	01/06/2022
MASASHI YAMAHATA	08467310	Whole-time director	0	
SATOSHI HONDA	08128208	Director	0	01/06/2022
ADITYA AGARWAL	07298742	Director	0	
KEIJI KAWAMOTO	08831625	Director	0	
TARO KAWABATA	08968186	Director	0	01/06/2022
KASA SURYA PRAKAS	09203642	Director	0	
SHINYA FUJITSUKA	09261912	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TAKAO KONISHI	07335581	Director	26/06/2021	RESIGNATION
MASAMI SUZUKI	07478907	Director	29/06/2021	RESIGNATION
ASHESH PADHY	01313929	Director	29/06/2021	RESIGNATION
KASA SURYA PRAKAS	09203642	Additional director	29/06/2021	APPOINTMENT
SHINYA FUJITSUKA	09261912	Additional director	16/08/2021	APPOINTMENT
KASA SURYA PRAKAS	09203642	Director	24/09/2021	CHANGE IN DESIGNATION
SHINYA FUJITSUKA	09261912	Director	24/09/2021	CHANGE IN DESIGNATION
TARO KAWABATA	08968186	Director	24/09/2021	CHANGE IN DESIGNATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	24/09/2021	4	3	99.42

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2021	9	7	77.78
2	03/09/2021	8	8	100
3	22/12/2021	8	8	100
4	23/03/2022	8	6	75
5	28/03/2022	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/09/2022
								(Y/N/NA)
1	TAKAYUKI MURAKAMI	5	5	100	0	0	0	No
2	MASASHI YAMAMOTO	5	5	100	0	0	0	Yes
3	SATOSHI HONDA	5	5	100	0	0	0	No
4	ADITYA AGARWAL	5	3	60	0	0	0	No

5	KEIJI KAWAMOTO	5	5	100	0	0	0	No
6	TARO KAWAMOTO	5	4	80	0	0	0	No
7	KASA SURYA PRA	4	3	75	0	0	0	No
8	SHINYA FUJITA	4	4	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	TAKAYUKI MARUMOTO	MANAGNG DIR	19,800,000				19,800,000
2	MASASHI YAMAHARA	WHOLE TIME D	18,900,000				18,900,000
	Total		38,700,000	0		0	38,700,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S VENKATARAMAN	CHIEF FINANCE	7,200,000				7,200,000
2	S V RAJESH	COMPANY SEC	3,300,000				3,300,000
	Total		10,500,000	0			10,500,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ADITYA AGARWAL	DIRECTOR	0	0	0	30,000	30,000
2	KASA SURYA PRA	DIRECTOR	0	0	0	30,000	30,000
3	KEIJI KAWAMOTO	DIRECTOR	0	0	0	20,100,000	20,100,000
4	MASAMI SUZUKI	DIRECTOR	0	0	0	5,900,000	5,900,000
	Total		0	0	0	26,060,000	26,060,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

Secretarial audit was done on voluntary basis for 3 years from 1st January 2018 to 31st December 2021 and not on financial year basis. Secretarial Audit was applicable for the company from FY 2021-22 based on company's borrowing powers.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ARAVAMUDHAN MOHAN KUMAR

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

19145

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

TAKEHIKO
MATSUSHI
TA
Digitally signed by
TAKEHIKO
MATSUSHITA
Date: 2022.11.25
10:40:27 +05'30'

DIN of the director

To be digitally signed by

RAJESH
SESHAN
VENKATA
Digitally signed by
RAJESH SESHAN
VENKATA
Date: 2022.11.25
10:39:28 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number Certificate of practice number **Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

SHP-31MAR2022.pdf
MGT8-Annual Return certificate from PCS-

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

