

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Toshiba India Private Limited will be held on Friday, 30th September, 2016 at the registered office of the Company situated at E-20, 1st Floor, Hauz Khas, New Delhi-110016 at 09.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Statement of Cash flow along with its notes for the year ended on that date along with the report of Directors' and Auditors thereon.
2. To appoint Price Waterhouse Chartered Accountants LLP (Firm registration number: 012754N/N500016), in place of S.R. Batliboi & Co. LLP, Chartered Accountants who have shown their unwillingness to be re-appointed at the Annual General Meeting, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual general Meeting to be held for the financial year ending on 31st March 2021 and subject to ratification of their appointment at every AGM and to fix their remuneration.

SPECIAL BUSINESS

3. To appoint Mr. Tatsuo Doko (DIN: 07335958) as a Director of the company who vacates his office as an Additional Director at this Annual General Meeting and if thought fit, to pass the following **ordinary resolution**:

"RESOLVED THAT Mr. Tatsuo Doko (DIN: 07335958) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 10th November, 2015 and who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the Company."

4. To appoint Mr. Yoichi Miyazaki (DIN: 07335990) as a Director of the company who vacates his office as an Additional Director at this Annual General Meeting and if thought fit, to pass the following **ordinary resolution**:

"RESOLVED THAT Mr. Yoichi Miyazaki (DIN: 07335990) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 10th November,

2015 and who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the Company."

5. To appoint Mr. Kazutaka Nishimura (DIN: 02547109) as a Director of the company who vacates his office as an Additional Director at this Annual General Meeting and if thought fit, to pass the following **ordinary resolution**:

"RESOLVED THAT Mr. Kazutaka Nishimura (DIN: 02547109) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 3rd March, 2016 and who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the Company."

6. To appoint Mr. Tomohiko Okada as Managing Director of the company who vacates his office as an Additional Director at this Annual General Meeting and if thought fit, to pass the following **ordinary resolution**:

"RESOLVED THAT Mr. Tomohiko Okada (DIN: 03044139), who was appointed as an Additional Director and Managing Director by the Board of Directors of the Company w.e.f. 1st April, 2016 and who holds office upto the conclusion of this Annual General Meeting, be and is hereby appointed as Managing Director of the Company"

For & on behalf of the Board of Directors



Tomohiko Okada
Managing Director

DIN - 03044139
Address: Flat No- J 703, Central
Park I, Golf Course Road, Sector-42
Gurgaon 122002

Place: Gurgaon

Date: 29th September, 2016

NOTE:

- (1) Members entitled to attend and vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
- (2) In respect of shares held by body (ies) corporate, the authorized representative should be accompanied with a duly certified true copy of Board Resolution/ Authority letter.
- (3) The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith.
- (4) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is attached as an Annexure to this notice.



Explanation Statement u/s 102 of the Companies Act, 2013**In respect of Item No. 3**

The Board of Directors appointed Mr. Tatsuo Doko (DIN: 07335958) as an Additional Director of the Company with effect from 10th November, 2015. Under the provisions of Section 161 of the Companies Act, 2013, he holds office as such till the conclusion of this Annual General Meeting and is proposed to be confirmed as Director of the Company.

The Board of Directors recommends the resolution for your approval.

Following are the details of director being appointed:

1.	Name	Tatsuo Doko
2.	Age	59 Years
3.	Qualification	Graduate
4.	Experience	35 years
5.	Terms & Conditions of appointment/reappointment along with Remuneration sought to be paid	NIL
6.	Last drawn remuneration	N.A.
7.	Date of First appointment on the Board	10.11.2015
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (2015-16)	1 (One)
11.	Directorship, Membership/Chairmanship of Committees of other Boards	None

In respect of Item No. 4

The Board of Directors appointed Mr. Yoichi Miyazaki (DIN: 07335990) as an Additional Director of the Company with effect from 10th November, 2015. Under the provisions of Section 161 of the Companies Act, 2013, he holds office as such till the conclusion of this Annual General Meeting and is proposed to be confirmed as Director of the Company.

The Board of Directors recommends the resolution for your approval.



Following are the details of director being appointed:

1.	Name	Yoichi Miyazaki
2.	Age	55 Years
3.	Qualification	Graduate
4.	Experience	31 years
5.	Terms & Conditions of appointment/reappointment along with Remuneration sought to be paid	None
6.	Last drawn remuneration	NIL
7.	Date of First appointment on the Board	10.11.2015
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (2015-16)	1 (One)
11.	Directorship, Membership/Chairmanship of Committees of other Boards	None

In respect of Item No. 5

The Board of Directors appointed Mr. Kazutaka Nishimura (DIN: 02547109) as an Additional Director of the Company with effect from 3rd March, 2016. Under the provisions of Section 161 of the Companies Act, 2013, he holds office as such till the conclusion of this Annual General Meeting and is proposed to be confirmed as Director of the Company.

The Board of Directors recommends the resolution for your approval.

Following are the details of director being appointed:

1.	Name	Kazutaka Nishimura
2.	Age	50 Years
3.	Qualification	Graduate
4.	Experience	26 years
5.	Terms & Conditions of appointment/reappointment along with Remuneration sought to be paid	Details are available at Registered office address and can be provided upon request
6.	Last drawn remuneration	

7.	Date of First appointment on the Board	03.03.2016
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (2015-16)	N.A.
11.	Directorship, Membership/Chairmanship of Committees of other Boards	None

In respect of Item No. 6

The Board of Directors appointed Mr. Tomohiko Okada (DIN: 03044139) as an Additional Director and Managing Director of the Company with effect from 1st April, 2016. Under the provisions of Section 161 of the Companies Act, 2013, he holds office as such till the commencement of this Annual General Meeting and is proposed to be confirmed as the Managing Director of the Company.

The Board of Directors recommends the resolution for your approval.

Following are the details of director being appointed:

1.	Name	Tomohiko Okada
2.	Age	57 Years
3.	Qualification	Graduate
4.	Experience	34 years
5.	Terms & Conditions of appointment/reappointment along with Remuneration sought to be paid	Details are available at Registered office address and can be provided upon request
6.	Last drawn remuneration	
7.	Date of First appointment on the Board	01.04.2016
8.	Shareholding in the Company	Holding 1 share as nominee of Toshiba Corporation
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (2015-16)	N.A.

11.	Directorship, Membership/Chairmanship of Committees of other Boards	None
-----	---	------

The documents relating to the aforesaid business are available for inspection till the date of Annual General Meeting on all working days at the registered office of the Company from 10:00 A.M. to 12:00 P.M.

None of the Directors, Key managerial Personnel and their relatives are interested or concerned in the above resolutions except Mr. Tatsuo Doko, Mr. Yoichi Miyazaki, Mr. Kazutaka Nishimura and Mr. Tomohiko Okada to the extent of their appointment as Directors of the Company.

For & on behalf of the Board of Directors



Tomohiko Okada
Managing Director

DIN - 03044139
Address: Flat No- J 703, Central
Park I, Golf Course Road, Sector-42
Gurgaon 122002

Place: Gurgaon

Date: 29th September, 2016