

# TOTO

## TOTO INDIA INDUSTRIES PRIVATE LIMITED

CIN: U74120MH2011FTC212662

Registered Office Address: Unit No. 1002, 10<sup>th</sup> Floor, Kamla Executive Park, Off. Andheri Kurla Road, MIDC Lane, Andheri East, Mumbai-400059, Maharashtra, India

<https://in.toto.com/>

### NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of TOTO India Industries Private Limited (hereinafter referred to as "Company") will be held on Tuesday, August 17, 2021 at 11:30 a.m. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means, to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. TO CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2. TO APPOINT STATUTORY AUDITORS AND FOR THAT PURPOSE TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION, AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT** M/s. SRBC & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) having its office at B wing, 21st Floor, Privilon, Ambli BRT Road, Behind Iskcon temple, Off SG Highway, Ahmedabad - 380059, Gujarat, India are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years beginning from the conclusion of the ensuing (Tenth) Annual General Meeting till the conclusion of the Fifteenth Annual General Meeting of the Company, for the Financial year 2021-22 to the Financial year 2025-26, on such remuneration and other terms and conditions as may be agreed between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** any Directors of the Company, is hereby authorized to do all the act, deeds and things which are necessary to intimate the Ministry of Corporate Affairs under the relevant e-form."

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#### TOTO INDIA INDUSTRIES PVT. LTD.

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Delhi Branch Office: Building No.63, Basement & Upper Ground Floor, Ring Road, Lajpat Nagar III, New Delhi - 110024, India. Ph: +91-11- 43177300 Fax: + 91-11-46542430

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## **SPECIAL BUSINESSES**

### **3. TO APPROVE THE APPOINTMENT OF MR. GANESH VISWANATHAN (DIN: 08888823) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ganesh Viswanathan (DIN 08888823), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> September, 2020 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and hereby appointed as an Executive Director of the Company on the terms and conditions (including remuneration) fixed vide executed Employment Contact by and between the Company and Mr. Ganesh Viswanathan.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file relevant e-forms with Registrar of the Companies, Mumbai and do all such act, deeds and things which are necessary to give effect to above said resolution.”

### **4. TO APPROVE THE APPOINTMENT OF MR. TAKUYA NAKAJIMA (DIN: 06552075) AS A NON - EXECUTIVE DIRECTOR OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Takuya Nakajima (DIN 06552075), who was appointed as an Additional Director of the Company with effect from 24<sup>th</sup> April, 2021 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and hereby appointed as a Non- Executive Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file relevant e-forms with Registrar of the Companies, Mumbai and do all such act, deeds and things which are necessary to give effect to above said resolution.”

### **5. TO APPROVE THE APPOINTMENT OF MR. SHINYA TAMURA (DIN: 09185670) AS A NON - EXECUTIVE DIRECTOR CUM CHAIRMAN OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Shinya Tamura (DIN 09185670), who was appointed as an Additional Director cum Chairman of the Company with effect from 01<sup>st</sup> June, 2021 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and hereby appointed as a Non- Executive Director cum Chairman of the Company.

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**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file relevant e-forms with Registrar of the Companies, Mumbai and do all such act, deeds and things which are necessary to give effect to above said resolution.”

**By Order of the Board of Directors**

**For TOTO India Industries Private Limited**



**Sd/-**

**Name: Taro Muroi**

**Designation: Managing Director**

**Email: taro.muroi@jp.toto.com**

**Mobile No.: +917043005431**

**Date: 26<sup>th</sup> July 2021**

**Place:Japan**

## **NOTES:**

- 1) Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020 and April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (‘the Act’) the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2) An explanatory statement as required under section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto.
- 3) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- 4) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 5) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting via mail to the Company Secretary on email id [jalpa@toto.com](mailto:jalpa@toto.com).

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- 6) The Corporate Members have to submit certified copy of board resolution /power of attorney to the Company via email to the Company Secretary on email id [jalpa@toto.com](mailto:jalpa@toto.com) not less than forty-eight hours before the commencement of the meeting.
- 7) The Notice is also uploaded on the Company's website <https://in.toto.com/>
- 8) The Company will provide VC/OAVM link with meeting id and passcode to its members for participating at the AGM.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.: 3**

The Company received a Letter from TOTO Asia Oceania Pte. Ltd. (TAC), the shareholders of the Company, towards appointment Mr. Ganesh Viswanathan as an Executive Director of the Company w.e.f 30<sup>th</sup> September 2020 in consequence the resignation of Mr. Akira Watai as an Executive Director of the Company w.e.f. 30<sup>th</sup> September, 2020.

TAC is having a stake of 69.986% in the Company. Pursuant to clause 43 of the Articles of Association, the Board of Directors shall consist of 7 (Seven) Directors out which 5 (Five) Directors shall be Nominated by TAC.

Further, in accordance with clause 43 of the Articles of Association of the Company, TAC exercised its right to appoint Mr. Ganesh Viswanathan as an Executive Director of the Company.

Except Mr. Ganesh Viswanathan, being an appointee, and TAC being Nominators, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Ordinary Resolution set out at Item No. 3 of the accompanying notice.

### **Item No.: 4**

The Company received a Letter from Mitsui & Co., Ltd. (Mitsui), the shareholder of the Company, towards appointment of Mr. Takuya Nakajima as a Non -Executive Director of the Company w.e.f. 24<sup>th</sup> April 2021 in consequence the resignation of Mr. Go Takimoto as an Executive Director of the Company w.e.f. 24<sup>th</sup> April 2021.

Mitsui is having a stake of 30% in the Company. Pursuant to clause 43 of the Articles of Association, the Board of Directors shall consist of 7 (Seven) Directors out which 2 (Two) Directors shall be Nominated by Mitsui.

Further, in accordance with clause 43 of the Articles of Association of the Company, Mitsui exercised its right to appoint Mr. Takuya Nakajima as a Non-Executive Director of the Company.

Except Mr. Takuya Nakajima, being an appointee, and Mitsui being Nominators, none of the other Directors and Key Managerial Personnel's of the Company and their relatives are concerned or interested, financial or otherwise, in the Ordinary Resolution set out at Item No. 4 of the accompanying notice.

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## Item No.: 5

The Company received a Letter from TOTO Asia Oceania Pte. Ltd. (TAC), the shareholders of the Company, towards appointment Mr. Shinya Tamura as a Non -Executive Director cum Chairman of the Company w.e.f 01<sup>st</sup> June 2021 in consequence the resignation of Mr. Daijiro Nogata as a Non -Executive Director cum Chairman of the Company w.e.f. the end of working hours of 31<sup>st</sup> May 2021.

TAC is having a stake of 69.986% in the Company. Pursuant to clause 43 of the Articles of Association, the Board of Directors shall consist of 7 (Seven) Directors out which 5 (Five) Directors shall be Nominated by TAC.

Further, in accordance with clause 43 of the Articles of Association of the Company, TAC exercised its right to appoint Mr. Shinya Tamura as a Non -Executive Director cum Chairman of the Company.

Except Mr. Shinya Tamura, being an appointee, and TAC being Nominators, none of the other Directors and Key Managerial Personnel's of the Company and their relatives are concerned or interested, financial or otherwise, in the Ordinary Resolution set out at Item No. 5 of the accompanying notice.

**By Order of the Board of Directors**

**For TOTO India Industries Private Limited**



**Sd/-**

**Name: Taro Muroi**

**Designation: Managing Director**

**Email: taro.muroi@jp.toto.com**

**Mobile No.: +917043005431**

**Date: 26<sup>th</sup> July 2021**

**Place: Japan**

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**TOTO INDIA INDUSTRIES PRIVATE LIMITED  
10<sup>TH</sup> ANNUAL GENERAL MEETING**

**DATE : AUGUST 17, 2021**  
**DAY : TUESDAY**  
**TIME : 11:30 A.M (IST)**  
**VENUE : THROUGH VIDEO CONFERENCE**  
**REGISTER OFFICE : UNIT NO 1002, 10TH FLOOR, KAMLA EXECUTIVE PARK, OFF ANDHERI KURLA ROAD, MIDC LANE, ANDHERI EAST, MUMBAI – 400 059, MAHARASHTRA, INDIA.**

**AGENDA FOR 10<sup>TH</sup> ANNUAL GENERAL MEETING**

<b>ITEM No.</b>	<b>I T E M</b>
<b>Item No.1</b>	<i>To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 and the reports of the Board of Directors and the Auditors thereon.</i>
<b>Item No.2</b>	<i>To appoint Statutory Auditors of the Company and for that purpose to pass with or without modification(s) an Ordinary Resolution.</i>
<b>Item No.3</b>	<i>To approve the appointment of Mr. Ganesh Viswanathan (DIN: 08888823) as an Executive Director of the Company.</i>
<b>Item No.4</b>	<i>To approve the appointment of Mr. Takuya Nakajima (DIN: 06552075) as a Non -Executive Director of the Company.</i>
<b>Item No 5</b>	<i>To approve the appointment of Mr. Shinya Tamura (DIN: 09185670) as a Non-Executive Director cum Chairman of the Company.</i>

**By Order of the Board of Directors**

**For TOTO India Industries Private Limited**



**Sd/-**

**Name: Taro Muroi**  
**Designation: Managing Director**  
**Email: taro.muroi@jp.toto.com**  
**Mobile No.: +917043005431**  
**Date: 26<sup>th</sup> July 2021**  
**Place: Japan**

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**For Draft Annual Return of 2020-21 kindly click on below mentioned Link :-**

**<https://in.toto.com/AnnualReturns.pdf>**

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