



TOTO INDIA INDUSTRIES PRIVATE LIMITED

CIN: U74120MH2011FTC212662

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

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

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting of the Members of **TOTO India Industries Private Limited** (hereinafter referred to as "Company") will be held on Tuesday, the 23rd August, 2022 at 12.00 p.m. (IST) through Video Conference ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1. TO CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 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 31 March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESSES:

- 2. TO APPROVE THE APPOINTMENT OF MR. SHINICHIRO NAMURA (DIN: 09439779) 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. Shinichiro Namura (DIN 09439779), who was appointed as an Additional Director of the Company with effect from 20th December, 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 an 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."

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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

Halol Factory: Plot-A, GIDC Phase-II, Halol Industrial Area, Chandrapura, Halol, District: Panchmahal, PIN:389350, India. Ph: +91-267-6661501/02

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3. TO APPROVE THE APPOINTMENT OF MR. NAOMIKI TAKEUCHI (DIN: 09540183) 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. Naomiki Takeuchi (DIN 09540183), who was appointed as an Additional Director cum Chairman of the Company with effect from 01st April 2022 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.

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. KAZUYUKI SHIOZAWA (DIN: 09557858) AS AN EXECUTIVE DIRECTOR CUM MANAGING 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. Kazuyuki Shiozawa (DIN 09557858), who was appointed as an Additional Director of the Company with effect from 01st April 2022 (and subsequently designated as Managing Director of the Company for 3 years commencing from 1st April 2022) 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 cum President of the Company on the terms and conditions (including remuneration) fixed vide executed Employment Contract by and between Company and Mr. Kazuyuki Shiozawa.

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



Name: Takuya Nakajima
Designation: Director
Email: takuya.nakajima@toto.com
Mobile No.: +91 6358852519
Date: 01st August 2022
Place: Halol

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NOTES:

- 1) Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has issued its General Circular dated May 05, 2022 read together with Circular dated May 05 2020, December 08, 2021, December 14, 2021 and January 13, 2021, (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 .
- 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 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/>

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.: 3

The Company received a Letter from Mitsui & Co., Ltd. (Mitsui), the shareholders of the Company, towards appointment Shinichiro Namura as a Non -Executive Director of the Company w.e.f. 20th December 2021 in consequence the resignation of Mr. Hideaki Niboshi as a Non -Executive Director of the Company w.e.f. 19th December, 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. Shinichiro Namura as a Non-Executive Director of the Company.

Except Mr. Shinichiro Namura, being an appointee, and Mitsui 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 TOTO Asia Oceania Pte. Ltd. (TAC), the shareholders of the Company, towards appointment Mr. Naomiki Takeuchi as a Non -Executive Director cum Chairman of the Company w.e.f. 01st April 2022 in consequence the resignation of Mr. Shinya Tamira as a Non -Executive Director cum Chairman of the Company w.e.f. the end of working hours of 31st March, 2022.

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. Naomiki Takeuchi as a Non -Executive Director cum Chairman of the Company.

Except Mr. Naomiki Takeuchi, 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. 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. Kazuyuki Shiozawa as an Executive Director cum President of the Company w.e.f. 01st April 2022 in consequence the resignation of Mr. Taro Muroi as an Executive Director cum President of the Company w.e.f. the end of working hours of 31st March, 2022.

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. Kazuyuki Shiozawa as an Executive Director cum President of the Company.

The Board of Director has appointed Mr. Kazuyuki Shiozawa as an Executive Director cum President of the Company with effect from 1st April 2022 and subsequently designated as Managing Director cum President of the Company for the 3 years commencing from 1st April 2022 on terms and conditions (including remuneration) contained in employment contract executed between the Company and Mr. Kazuyuki Shiozawa.

Except Mr. Kazuyuki Shiozawa, 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. 5 of the accompanying notice.

The executed employment contract containing the terms and condition of employment of Mr. Kazuyuki Shiozawa has been enclosed.

By Order of the Board of Directors

For TOTO India Industries Private Limited



Name: Takuya Nakajima

Designation: Director

Email: takuya.nakajima@toto.com

Mobile No.: +91 6358852519

Date: 01st August 2022

Place: Halol

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TOTO INDIA INDUSTRIES PRIVATE LIMITED 11TH ANNUAL GENERAL MEETING

DATE : AUGUST 23, 2022
DAY : TUESDAY
TIME : 12 :00 P.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 11TH ANNUAL GENERAL MEETING

ITEM No.

I T E M

- Item No.1.** : *To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31stMarch, 2022 and the reports of the Board of Directors and the Auditors thereon.*
- Item No.2.** : *To approve the appointment of Mr. Shinichiro Namura (DIN: 09439779) as a Non-Executive Director of the Company.*
- Item No.3.** : *To approve the appointment of Mr. Naomiki Takeuchi (DIN: 09540183) as a Non -Executive Director cum Chairman of the Company.*
- Item No.4.** : *To approve the appointment of Mr. Kazuyuki Shiozawa (DIN: 09557858) as an Executive Director (Managing Director) cum President of the Company.*

By Order of the Board of Directors

For TOTO India Industries Private Limited



Name: Takuya Nakajima
Designation: Director
Email: takuya.nakajima@toto.com
Mobile No.: +91 6358852519
Date: 01st August 2022
Place: Halol

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For Draft Annual Return fo F.Y. 2021-22 please click on below link.

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

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