

NOTICE

SHORT NOTICE is hereby given that the Eighth Annual General Meeting of the Members of **M/s AIR WATER INDIA PRIVATE LIMITED** will be held on Friday, the 30th day of September, 2022 at 09:30 A.M. (Indian Standard Time, "IST") "through Video Conferencing/ Other Audio Video means in conformity with the regulatory provisions and Circulars by the Ministry of Corporate Affairs, Government of India to transact the following business:

GENERAL BUSINESS

1. To consider and adopt the Audited Financial Statement consisting of the Balance Sheet as at 31st March, 2022, Statement of Profit and Loss, Cash Flow Statement for the year ended on that date, Statement of Changes in Equity, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2022.

"RESOLVED THAT the Audited Balance Sheet as on year ended 31st March, 2022, the Profit and Loss Accounts for the Year ended on 31st March, 2022, and the Cash Flow Statement for the year ended on 31st March, 2022 along with the Auditors' Report and the Directors' Report thereon are hereby considered, approved and adopted."

SPECIAL BUSINESS

ORDINARY RESOLUTION:

2. **Regularisation of Additional Director Mr. Kazuo Michitani (DIN:09600452) as the Managing Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, If any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, Mr. Kazuo Michitani (DIN: 09600452), who was appointed as an Additional Director) of the Company w.e.f. 1st June, 2022 by the Board of Directors pursuant to section 161 of the Act and who hold office till the ensuing of this Annual General Meeting of the Company, be and is hereby appointed as a Managing Director of the Company."

Registered Office:

DLF IT Park, Action Area-1,
Tower-A, 11th Floor,
08 Major Arterial Road, Block-AF
Action Area-1, New Town- Rajarhat,
Kolkata- 700 156

By Order of the Board

Govind Pandey
Company Secretary

Place: Kolkata

Date: 29th September, 2022

Notes:

1. **A Member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy to attend and vote instead of himself / herself and a proxy need not be a Member of the Company. The Instrument of Proxy to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of Meeting.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company carrying voting rights. A member holding more than 10 percent of the total Share Capital of the Company carrying voting rights may appoint a single person to act as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution or any certificate authorizing their representative to attend and vote at the meeting.

3. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

Item No. 2

In accordance with the provisions of the Companies Act, 2013, the Board of Directors proposes to induct Mr. Kazuo Michitani, (DIN: 09600452), as a Director of the Company effective 01st June, 2022. The Board at its Meeting held on 31st May, 2022 had appointed Mr. Kazuo Michitani as an Additional Director and pursuant to Section 161 of the Companies Act, 2013 he shall hold office upto the conclusion of this Annual General Meeting.

Mr. Kazuo Michitani is not disqualified from being appointed as a Director or Chairman & Managing Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as Chairman & Managing Director of the Company.

It is proposed to re-appoint Mr. Kazuo Michitani as Chairman & Managing Director of the Company. A brief profile of Mr. Kazuo Michitani is detailed below.

Mr. Kazuo Michitani is having a work experience of above 20 years in Industrial and Gas business, and he is associated with Air Water Inc. Japan, since 2002. Mr. Michitani had done his Post-Graduate and master's in applied chemistry from Ehime University, Japan. He has been holding important position in the said Company and looking after Overseas Industrial Business Development in the capacity of Executive officer & General Manager.

He has got extensive knowledge on On-site & Merchant business management. He is looking after all the overseas businesses in China, Vietnam and India.

The Board considers it desirable that the expertise of Mr. Kazuo Michitani should be of immense benefit for the Company. His considerable expertise and depth knowledge on the nuances of the industry can help us in many ways. His work experience of more than 20 years and vast knowledge in industrial business had kept him on the forefront and thus availability of his advice and guidance will benefit the Board and the Company as a whole. Accordingly, it commends to Shareholders, the approval by ordinary resolution of the appointments of Mr. Kazuo Michitani as Managing Director of the Company.

Mr. Michitani should be deemed concerned or interested in the particular Resolution seeking to his appointment. No other Director / Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel have any concern or interest in the Resolutions. The passing of the Resolutions also do not relate to or affect any other Company.

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