



NOTICE

SHORT NOTICE is hereby given that the Sixth Annual General Meeting of the Members of **M/s AIR WATER INDIA PRIVATE LIMITED** will be held on Wednesday, the 17th day of February, 2021 at 13:30 P.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, 2020, 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, 2020.
2. To appoint Messrs. BSR & Co. LLP, Chartered Accounts as the Statutory Auditor of the Company for the term of 5 (Five) years w.e.f. the end of Sixth Annual general Meeting of the Company till the conclusion of Eleventh Annual general Meeting of the Company.

SPECIAL BUSINESS

Ordinary Resolution:

3. **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 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") the Rules framed thereunder, Mr. Yukio Matsubara (DIN: 08589675), appointed as an Additional Director on 25th October, 2019 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. **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 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") the Rules framed thereunder, Mr. Padam Kumar Agarwala (DIN: 00187727), appointed as an Additional Director on 20th November, 2019 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") the Rules framed thereunder, Mr. Varun Agarwal (DIN: 01526576), appointed as an Additional Director on 20th November, 2019 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board

Registered Office:

3A, Ripon Street,
Kolkata - 700 016

Date: 17th February, 2021

Govind Pandey
Company Secretary



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.
4. Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") the Explanatory Statement in relation to special business in the Notice of this Annual General Meeting ("AGM") is annexed hereto and forms part of this Notice.

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. 3

In accordance with the provisions of the Companies Act, 2013, the Board of Directors proposes to induct Mr. Yukio Matsubara, (DIN: 00187727), as a Director of the Company effective 25th October, 2019. The Board at its Meeting held on 25th October, 2019 had appointed Mr. Matsubara as an Additional Director and pursuant to Section 150 of the Companies Act, 2013 he shall hold office upto the conclusion of the ensuing Annual General Meeting.

Mr. Matsubara is having an immense expertise and more than 45 years of work experience in this core area of gas industry and play an important role in Air Water Inc. Japan.

The Board considers it desirable that the expertise of Mr. Matsubara should be of immense benefit for the Company. His considerable expertise and depth knowledge on the nuances of the industry and his work experience of more than 45 years had kept him on the forefront of the Industrial Gas Business and he is holding a number of important executive positions in Air Water Inc., Japan 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. Yukio Matsubara.

Mr. Matsubara 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.



Item No. 4

In accordance with the provisions of the Companies Act, 2013, the Board of Directors proposes to induct Mr. Padam Kumar Agarwala, (DIN: 00187727), as a Director of the Company effective 20th November, 2019. The Board at its Meeting held on 20th November, 2019 had appointed Mr. Agarwala as an Additional Director and pursuant to Section 150 of the Companies Act, 2013 he shall hold office upto the conclusion of the ensuing Annual General Meeting.

Mr. Agarwala is having a qualification of B.Com(Hons) and he is neither a Shareholder nor the Promoter of the Company.

The Board considers it desirable that the expertise of Mr. Agarwala should be of immense benefit for the Company. He has considerable expertise and has a depth knowledge on the nuances of the industry and thus availability of his advice and guidance will benefit the Board. Accordingly, it commends to Shareholders, the approval by ordinary resolution of the appointments of Mr. Padam Kumar Agarwala.

Mr. Agarwala 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.

Item No. 5

In accordance with the provisions of the Companies Act, 2013, the Board proposes to induct Mr. Varun Agarwal (DIN: 01526576), as a Director of the Company effective 20th November, 2019. The Board at its Meeting held on 20th November, 2019 had appointed Mr. Varun Agarwal as an Additional Director and pursuant to Section 150 of the Companies Act, 2013 he shall hold office upto the conclusion of the ensuing Annual General Meeting.

Mr. Agarwal is a professionally qualified and had completed B.Sc (Economics), M.Phil in Economics from Cambridge University and he is neither a Shareholder nor Promoter of the Company.

The Board considers it desirable that the expertise of Mr. Agarwal should be of immense benefit for the Company. He has considerable knowledge in Economics and thus availability of his advice and guidance will benefit the Board in the long run strategy for the Company. Accordingly, it commends to Shareholders, the approval by ordinary resolution of the appointment of Mr. Varun Agarwal.

Mr. Agarwal 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.

By Order of the Board

Registered Office:

3A, Ripon Street
Kolkata- 700 016

Govind Pandey
Company Secretary

Date: 17th February, 2021