

NOTICE

Notice is hereby given that the **24th Annual General Meeting** of the members of **Pentel Stationery (India) Private Limited** will be held at the Registered Office of the Company at 63 B/C, Govt. Industrial Estate, Charkop, Kandivali (W), Mumbai - 400 067 on 21st August, 2023 at 10.00 a.m. for the transaction of following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2023 and the Statement of the Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend for the year ended 31st March, 2023.
3. To re-appoint the Statutory Auditor and to authorize the Board of Directors to fix the remuneration of Auditor.

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

“RESOLVED THAT Pursuant to the provisions of the section 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any modifications or re-enactment thereof, for the time being in force), **RMJ & Associates LLP, Chartered Accountants**, Mumbai, having ICAI Registration Number W100281, be and is hereby re-appointed as Statutory Auditor of the company to hold office for the financial year 2023 - 24 from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2024 at such remuneration to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. **To take an approval for entering into Related Party Transactions by the Company.**

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

"RESOLVED THAT pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable laws/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for entering into related party transactions by the Company with Pentel Group in which Mr. Junichi Ishigaki, Additional Director, of the Company is interested in the capacity as a Director of the said other Company (Pentel Group), Flair Group in which Mr. Vimalchand J. Rathod, Director and Mr. Khubilal J. Rathod, Director of the Company is interested in the capacity as a Director of the said other Company (Flair Group) and the Plus Corporation is an associate company of Pentel Co., Ltd. upto an amount not exceeding Rs.152.53 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the inputs and service as it may, in its absolute direction, deem appropriate for the purpose of giving effect to this Resolution."

5. Regularisation of Mr. Junichi ishigaki as Director of the Company.

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

"RESOLVED THAT the approval of shareholders of the Company be and is hereby accorded to regularise Mr. Junichi ishigaki, as an director of the Company, who has been appointed as an additional director by the Board of directors in their meeting held on November 28th, 2022 till the Annual General Meeting of the Company held after his appointment and he shall not liable to retire by rotation.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary regularisation as a Director of the Company.”

By Orders of the Board
For **Pentel Stationery (India) Private Limited**



Tetsuro Shinoda
Managing Director

Registered Office:

63 B/C Govt. Industrial Estate,
Charkop, Kandivali (W),
Mumbai - 400 067.

Date: 20th July, 2023

Place: Mumbai

NOTES:

1. An Explanatory Statement to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no.4 is annexed hereto and forms part of notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the meeting.
4. All the documents referred to in the notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 05.00 p.m. on all working days except Sunday prior to the date of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The provisions of Section 188(1) of the 2013 Act along with the Companies (Meeting of Board and its Powers) Rules, 2014 states that Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case of the sale, purchase or supply of any goods or materials directly or through appointment of agents exceeds twenty five percent of the annual turnover, the prior approval of shareholders by way of a Special Resolution is required.

Further, third provision to section 188(1) provide that nothing shall apply to any transaction entered into by the Company in its ordinary course of business other than transactions which are not on arm's length basis.

The provision of Section 188(3) provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholder at the meeting within three months from the date on which such contract or arrangement was entered into.

In light of the provision of the Companies Act, 2013 Act, the Board of Directors of your Company has approved the transactions along with limits that your Company may enter into with its Related Parties (as defined under the 2013 Act) from April 1st, 2023 upto March 31st, 2024.

All prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members.

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL, 2023	
	Transaction defined u/s 188(1) of Companies Act 2013 – As annexed

- a) Name of the related party and nature of relationship: As annexed
- b) Nature, duration of the contract and particulars of the contract or arrangement: As annexed

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013 Act, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on 1st April, 2023 and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Except Mr. Vimalchand J. Rathod & Khubilal J. Rathod and Mr. Junichi Ishigaki none of the Promoters, Directors and KMP's and their relatives are concerned or interested in the resolution.

By Orders of the Board
For **Pentel Stationery (India) Private Limited**



Tetsuro Shinoda
Managing Director

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