

FUJITSU RESEARCH OF INDIA PRIVATE LIMITED

Regd. Office: 6th Floor – 'A' Wing, Building No.4, 77 Town Center, Survey No.36/2, Yamalur Village and Amani,
Bellandur Khanen Village, Varthur Hobli, Old Airport Road, Bangalore East Taluk, Bangalore-560037, India
Tel: 080-61657777
Email : research.india@fujitsu.com
CIN: U73100KA2022FTC159605



FUJITSU RESEARCH OF INDIA PRIVATE LIMITED

NOTICE OF THE FIRST ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY

Place: Fujitsu Research of India Private Limited
6th Floor – 'A' Wing, Building No.4, 77 Town Center, Survey No.36/2, Yamalur
Village and Amani, Bellandur Khanen Village, Varthur Hobli, Old Airport Road,
Bangalore East Taluk, Bangalore-560037, India

Day and Date: Friday, October 27, 2023

Time: 10.30 Hrs. (Indian Standard Time)

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NOTICE

Notice is hereby given that the First Annual General Meeting of the members of FUJITSU RESEARCH OF INDIA PRIVATE LIMITED ("Company") will be held on Friday, October 27, 2023 at 10.30 Hrs. (Indian Standard Time) at the registered office of the Company at 6th Floor – 'A' Wing, Building No.4, 77 Town Center, Survey No.36/2, Yamalur Village and Amani, Bellandur Khanen Village, Varthur Hobli, Old Airport Road, Bangalore East Taluk, Bangalore-560037, India, to transact the following business:

ORDINARY BUSINESS:

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

"RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013 and other provisions as may be applicable, including any amendments thereof, the Audited Financial Statements of the Company including the Balance Sheet, the Profit and Loss Account, the Cash Flow Statement and Explanatory Notes on Accounts for the Financial Year ended March 31, 2023, along with Directors' Report and Auditors' Report be and are hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company are severally authorized to digitally sign all necessary forms required to be filed with the Ministry of Corporate Affairs (MCA) or with the Registrar of Companies (ROC)."

- 2) S.R. Batliboi and Associates, LLP, Chartered Accountants (Firm registration number 101049W/E300004) were appointed as the first Statutory Auditors of the Company to hold the office from the date of incorporation of the Company till the conclusion of the first Annual General Meeting of the Company. Considering the same, it is proposed to appoint S.R. Batliboi & Associates, LLP, Chartered Accountants (Firm registration number 101049W/E300004) as the statutory auditors of the Company for a period of 5 years to hold the office from the conclusion of First Annual General meeting 'AGM' till the conclusion of Sixth AGM of the Company which shall be subject to approval by the shareholders of the Company.

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

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“RESOLVED THAT pursuant to provisions of Section 139 other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory enactment or modification thereof, consent of the members be and is hereby accorded to appoint S.R. Batliboi and Associates, LLP, Chartered Accountants (Firm registration number 101049W/E300004) as the statutory auditors of the Company to hold the office from the conclusion of 1st Annual General meeting ‘AGM’ till the conclusion of 6th AGM of the Company, at a remuneration as may be decided by the Board from time to time in consultation with the auditors, exclusive of applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT a copy of this resolution, duly certified by any one of the Directors of the Company or Mr. Tohru Tsuruta, Chief Operating Officer (COO) of the Company, be lodged with any Government authority or company or body corporate or institution or entity or person as may be required from time to time.

RESOLVED FURTHER THAT any Directors of the Company are severally authorized to sign and submit the necessary e-form with the Registrar of Companies with regards to appointment of said auditors and to do all such other acts, deeds and things as may be required to give effect to this resolution.”

SPECIAL BUSINESS:

- 1) Mr. Seishi Okamoto was appointed as an Additional Director of the Company with effect from 26th May 2023 to hold office upto the date of this Annual General Meeting. It is proposed to regularize his appointment in this Annual General Meeting.

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

“RESOLVED THAT Mr. Seishi Okamoto (DIN: 10176038) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26th May 2023 and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, be and is hereby appointed as the Director of the company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized, to do all acts, deeds, matters and things as deem necessary,

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proper, or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution which are necessary to the appointment of aforesaid person as Director of the Company.

RESOLVED FURTHER THAT a copy of this resolution, duly certified by any one of the Directors of the Company or Mr. Tohru Tsuruta, Chief Operating Officer (COO) of the Company, be lodged with any authority or company or body corporate or institution or entity or person as may be required from time to time.”

2) Approval for amendment in the Articles of Association of the Company.

As Fujitsu Limited is the Holding Company, hence it is recommended by them to amend few clauses of the Articles of Association 'AOA' of the Company. Draft AOA with the changes in track mode and clean version is shared along with Notice of AGM.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act 2013 read with rules thereunder, including any statutory modifications or re-enactment thereof, for the time being in force, the approval of the members of the company be and is hereby accorded for alteration of Articles of Association of the Company as under:

Article No.	Original	Amendment
2(i)	Definition of Fujitsu HQ was not included	“Fujitsu HQ” means “Fujitsu Headquarters” and includes Fujitsu Limited Japan, Risk Management Committee ‘RMC’, risk@fujitsu.com or any other Email ID designated or to use any other system designated or a person from relevant Function of Fujitsu Limited Japan, for purpose of such reporting.
64(i)	The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day	Subject to prior approval by Fujitsu HQ via email , the remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

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69(i)	Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Subject to prior approval of Fujitsu HQ via Email and the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
69(iii)	No such specific clause on incident reporting in AOA.	The Directors shall report to the Fujitsu HQ any incident which may cause significant impact as described by the Function managing 'Risk Management & Compliance (Global)' to the Company when it comes to its attention and must follow any direction made by Fujitsu HQ in relation to such incident.
89(iii)	No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.	Fujitsu HQ shall have right of inspecting any account or book or document of the Company at all times as they deem fit.
91	Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favor or in which he is acquitted or in which relief is granted to him/her by the court or the Tribunal.	Subject to prior approval of Fujitsu HQ via Email which shall not be unreasonably withheld, every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favor or in which he is acquitted or in which relief is granted to him/her by the court or the Tribunal.

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RESOLVED FURTHER THAT any of the Directors of the Company are severally authorized to digitally sign all necessary forms required to be filed with the Registrar of Companies (ROC).

RESOLVED FURTHER THAT a copy of this resolution be submitted to any authority or entity or person duly certified by any of the Directors of the Company or Mr. Tohru Tsuruta, Chief Operating Officer (COO) of the Company, as may be required from time to time.”

By Order of the Board of Directors of
FUJITSU RESEARCH OF INDIA PRIVATE LIMITED

MANOJ NAIR

Director

(DIN: 09238419)

Address: 401 Solitaire 6, NDA Pashan Road, Bavdhan
Opposite Ramnagar Colony, Pune, Maharashtra- 411021



Date: 04th October 2023

Place: Pune

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXY FORMS ARE ENCLOSED HEREWITH. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Kindly bring your copies of Annual Report to the meeting.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Members are requested to notify their change of address, if any to the Company immediately.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution or representation letter as the case may be authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 A.M. to 6:00 P.M.) on all working days, up to and including the date of the Annual General Meeting of the Company.
7. The route map of the venue of the Annual General Meeting forms part of Notice of this meeting.

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

ITEM NO. 3:

Mr. Seishi Okamoto (DIN: 10176038) was appointed as an Additional Director of the Company with effect from 26th May 2023 hold office upto the date of this Annual General Meeting.

The Board recommends for the appointment of Mr. Seishi Okamoto as the Director because he is a person of integrity, possesses relevant expertise and fulfils the conditions for appointment.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3.

ITEM NO. 4:

As per the suggestions received from the holding company Fujitsu Limited, Japan, it is proposed to make amendments in Articles of Association of the Company as mentioned in the resolution in this AGM Notice.

The Board recommends that the Articles of Association of the Company to be amended pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act 2013 read with rules thereunder, including any statutory modifications or re-enactment thereof.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4.

By Order of the Board of Directors of
FUJITSU RESEARCH OF INDIA PRIVATE LIMITED


MANOJ NAIR

Director
(DIN: 09238419)



Address: 401 Solitaire 6, NDA Pashan Road, Bavdhan
Opposite Ramnagar Colony, Pune, Maharashtra- 411021

Date: 04th October 2023

Place: Pune

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ROUTE MAP FOR THE VENUE OF FIRST ANNUAL GENERAL MEETING OF FUJITSU RESEARCH OF INDIA PRIVATE LIMITED

