

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 08<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FUJIYAMA POWER SYSTEMS LIMITED (FORMERLY FUJIYAMA POWER SYSTEMS PRIVATE LIMITED) WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 53A/6, NEAR NDPL GRID OFFICE, NEAR METRO STATION, INDUSTRIAL AREA, SAT GURU RAM SINGH MARG, DELHI, 110015 ON SATURDAY, THE 6<sup>TH</sup> DAY OF SEPTEMBER 2025 AT 5:00 P.M. TO TRANACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESSES:

#### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet, Profit & Loss Account for the period ended on March 31, 2026 and Cash Flow Statement for the year ended on that date together with the reports of the Director's and Auditor's thereon.

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

**“RESOLVED THAT** the audited Financial Statements of the Company for the year ended on March 31, 2025, including Audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2025 together with the Board's Report and Auditor's Report thereon as presented to the meeting, be and are hereby adopted.”

#### 2. TO APPOINT MR. SUNIL KUMAR, DIRECTOR (DIN: 09824459) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Sunil Kumar (DIN: 09824459) as a Director of the Company, whose office shall be liable to retire by rotation.”

### SPECIAL BUSINESSES:

#### 3. RATIFICATION OF REMUNERATION TO THE COST AUDITORS

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, the remuneration of M/s Chandrabhushan Kumar & Co., Cost Accountants (Firm Registration Number: 002885), who have been appointed as the Cost Auditors of the Company by the

## **FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,  
GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlups.com

Board of Directors on the recommendations of the Audit Committee of the Company for the Financial Year ending March 31, 2026 at a remuneration of 35,000 (Rupees Thirty Five Thousand only) p.a. plus taxes, (inclusive of out of pocket expenditure), be and is hereby confirmed and ratified.

#### **4. APPOINTMENT OF SECRETARIAL AUDITOR**

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

**“RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members, be and is hereby accorded to appoint M/s Raghav Bansal & Associates (FRN: S2015DE3147000) Company Secretaries in Practice, as the Secretarial Auditor of the Company for a period of not exceeding five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030.

**RESOLVED FURTHER THAT** the remuneration payable to the Secretarial Auditor, M/s Raghav Bansal & Associates (FRN: S2015DE3147000), Company Secretaries in Practice, for conducting the Secretarial Audit of the Company during their tenure, be and is hereby decided by the Board, on the recommendation of Audit Committee in consultation with the Secretarial Auditor.

**RESOLVED FURTHER THAT** any of the Joint Managing Directors of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above said resolution.”

**For Fujiyama Power Systems Limited**  
(formerly Fujiyama Power Systems Private Limited)



Mayuri Gupta  
Company Secretary & Compliance Officer  
M. No.: A75210

Date: 13.08.2025  
Place: New Delhi

#### **Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY

#### **FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,  
GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlsolarfujiyama.com

**SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated on the proxy form.
4. Corporate members, if any intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
6. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
7. Members / proxies are requested to bring a copy of Annual Report and attendance slip to the meeting.
8. Shareholders desiring any further information as regards the accounts or any other matter contained in the notice are requested to write to the Company at an early date not later than 2 (two) days before the meeting so as to enable the management to keep the information ready at the meeting.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Relevant documents referred to in the accompanying Notice, statutory records & registers and the Statement, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, is open for inspection by the members at the Registered Office of the Company on all working days, except Sunday, during business hours up to the date of the Meeting.
11. The Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es), set out in Item No. 3 & 4, to be transacted at the Meeting is annexed hereto and forms part of this notice.
12. The Company has exempted the Auditors to attend the General Meeting under section 146 of the Companies Act, 2013.
13. Brief Profile of the Directors Retiring by Rotation & being eligible offering themselves for the reappointment has been provided hereto as Annexure.
14. The route map of the location of the venue of Annual General Meeting is attached herewith.

---

**FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)

53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,

GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlups.com

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3**

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a cost auditor to audit the cost records of the Company, for products and services, specified under Rules issued in pursuance to the above section.

On the recommendation of the Audit Committee, the Board of Directors had approved the appointment of M/s Chandrabhushan Kumar & Co., Cost Accountants (Firm Registration Number: 002885), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2025-26, at a remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand Only), plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/lodging.

M/s Chandrabhushan Kumar & Co., Cost Accountants, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company. Accordingly, approval of the members is sought for the aforesaid purpose.

The Board recommends this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3, except to the extent of their shareholding in the Company.

**ITEM NO. 4**

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on 13<sup>th</sup> August 2025, approved the appointment of M/s Raghav Bansal & Associates (FRN: S2015DE3147000), Company Secretaries in Practice, as the Secretarial Auditors of the Company, for a term not exceeding five consecutive years, at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s Raghav Bansal & Associates (FRN: S2015DE3147000), Company Secretaries in Practice is a well-established firm of Practicing Company Secretaries. The firm specialises in Company Secretarial services. Having undergone peer review, M/s Raghav Bansal & Associates, delivers comprehensive consulting and advisory services in corporate law.

**FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,  
GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlsolarfujiyama.com

M/s Raghav Bansal & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015. The proposed remuneration to be paid to M/s Raghav Bansal & Associates for secretarial audit services for the financial year ending March 31, 2026, is Rs. 2,10,000/- (INR Two Lakh & Ten Thousand Only) plus applicable taxes and out of-pocket expenses.

The Board recommends this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, except to the extent of their shareholding in the Company.

**For Fujiyama Power Systems Limited**  
(formerly Fujiyama Power Systems Private Limited)

Mayuri Gupta  
Company Secretary & Compliance Officer  
M. No.: A75210

Date: 13.08.2025

Place: New Delhi



## **FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,  
GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlsolarfujiyama.com

Annexure
**Details of Director seeking Re-appointment**

Particulars	Mr. Sunil Kumar
<b>DIN</b>	09824459
<b>Date of Birth and Age</b>	07/10/1978
<b>Date of First Appointment</b>	27/11/2024
<b>Qualifications</b>	Bachelor's degree of technology in electrical engineering from Indian Institute of Technology, Delhi
<b>Expertise in specific functional areas</b>	He has over 23 years of experience in developing software solutions. He is also associated with Sowiz Solutions Private Limited as the chief executive officer and was previously associated with Google LLC as senior software engineer, Xilinx Inc as software engineer and Mentor Graphics (India) Private Limited as the lead manager of technical staff.
<b>Terms and conditions of appointment / reappointment</b>	As per the appointment letter
<b>Details of Remuneration last drawn</b>	NIL
<b>Details of Remuneration sought to be paid</b>	As may be decided by the Board in accordance with the Companies Act, 2013
<b>Number of Board meetings attended during the year (Financial Year 2024-25)</b>	3
<b>Directorships held in other companies</b>	NIL
<b>Listed Entities from which resigned as Director in past 3 years</b>	NIL
<b>Memberships/ Chairmanships of committees of other Companies</b>	NIL
<b>Number of Equity Shares held in the Company</b>	1,37,50,000
<b>Relationships between Directors interse</b>	Related to Mr. Yogesh Dua

**FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)

53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,

GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlups.com

**ATTENDANCE SLIP**

I/ We.....R/o.....hereby record my/ our presence at the Annual General Meeting of the Company on Saturday, 6<sup>th</sup> Day of September 2025 at 5 P.M. at the Registered Office of the Company Situated at 53A/6, Near NDPL Grid Office, Industrial Area Near Sat Guru Ram Singh Marg Metro Station, Delhi-110015.

DPID *:	Folio No.:
Client Id*:	No. of Shares:

\*Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Physical copy of the Annual Report for 2025 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

**FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India

CIN No - U31909DL2017PLC326513,  
GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlsolarfujiyama.com

**Form No. MGT -11**  
**PROXY FORM**

**(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above-named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Annual General Meeting of the Company on **Saturday, 6<sup>th</sup> Day of September, 2025 at 5:00 P.M.** at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1	Adoption of Financial Statements		
2	To appoint Mr. Sunil Kumar, Director (DIN: 09824459) who retires by rotation and being eligible, offers himself for re-appointment as a director		
3	Ratification of Remuneration to the Cost Auditors		
4	Appointment of Secretarial Auditor		

\*\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this ..... day of..... 2025

Signature of the Shareholder:

Signature of Proxy holder(s):

Affix  
Revenue  
Stamp

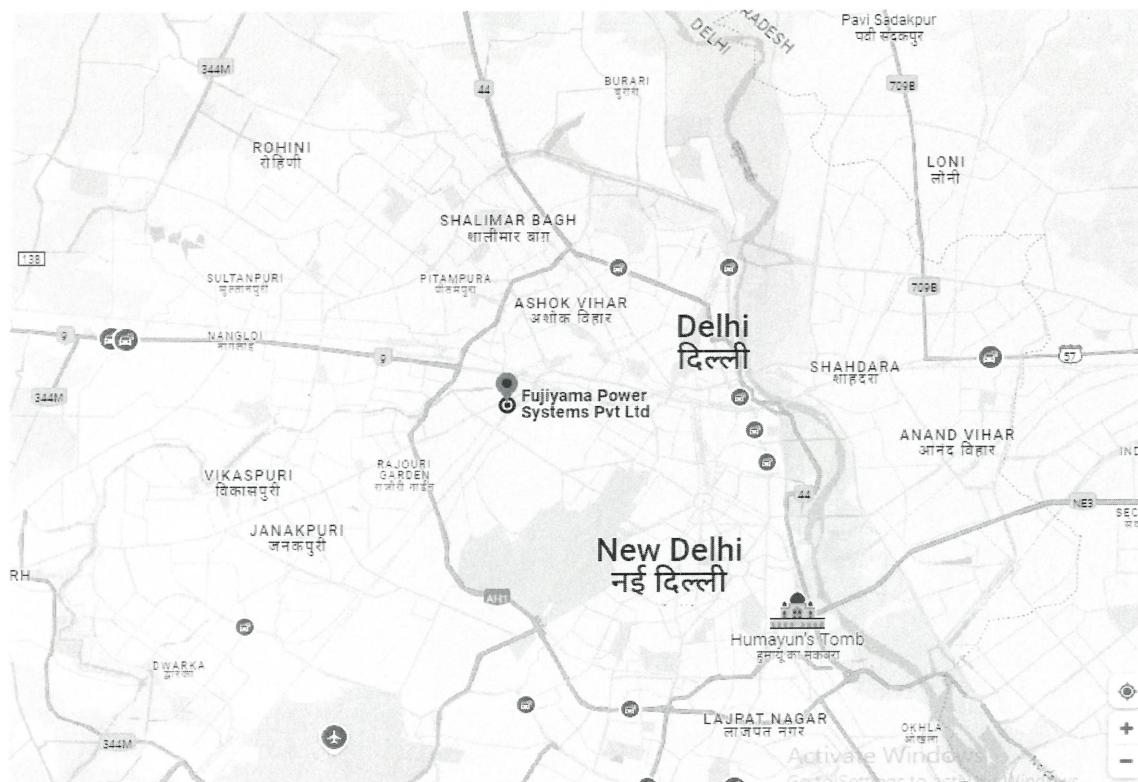
**FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
**53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
Sat Guru Ram Singh Marg, Delhi - 110015, India**

CIN No - U31909DL2017PLC326513,  
GST No - 07AADCF2634F1ZY

Ph : +91 9968309514, 9968309517, E-mail: sales@utlsolarfujiyama.com

Route Map of the location of the venue of Annual General Meeting



\*\*\*\*\*

**FUJIYAMA POWER SYSTEMS LTD.**

(Formerly known as Fujiyama Power Systems Pvt. Ltd.)  
**53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area,  
 Sat Guru Ram Singh Marg, Delhi - 110015, India**

**CIN No - U31909DL2017PLC326513,  
 GST No - 07AADCF2634F1ZY**

**Ph : +91 9968309514, 9968309517, E-mail: sales@utlsolarfujiyama.com**