

Nippon Oil Pump India Private Limited

Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya,
Bengaluru (Urban) – 560 058 Karnataka, India ☐ +91-80-4123-8431
e-mail: info@nopindia.com URL: <http://www.nopindia.com/>
CIN: U29120KA2015FTC150014

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 8th (Eighth) Annual General Meeting (AGM) of Nippon Oil Pump India Private Limited will be held at short notice on **Wednesday, 28th June, 2023 at 11:00 am IST** through Other Audio Visual Means (“OAVM”) facility at the registered office of the Company situated at **Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya, Bengaluru (Urban) – 560 058, Karnataka, India (Deemed venue)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2023, comprising of Balance Sheet as at 31st March, 2023, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statements as at 31st March, 2023 and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditors’ Report thereon and the Board’s Report thereto.

“RESOLVED THAT pursuant to the provisions of Section 129 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Financial Statements of the Company for the year ended on 31st March, 2023 comprising of Balance Sheet as at 31st March, 2023, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statement as at 31st March, 2023 and the Explanatory Notes annexed to, or forming part of any document referred above together with Auditors’ Report thereon and the Board’s Report thereto, be and are hereby received, considered and adopted.”

**By order of the Board of Directors
For Nippon Oil Pump India Private Limited**

Kapil Sharma
Chairman and Managing Director
DIN: 07334796
Address: B204, RMZ Latitude, Bellary Road, Hebbal,
Amruth Nagar, Amruthahalli, Bengaluru – 560092, Karnataka

Date: 22nd June, 2023
Place: Bengaluru

Nippon Oil Pump India Private Limited

Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya,
Bengaluru (Urban) – 560 058 Karnataka, India ☐ +91-80-4123-8431
e-mail: info@nopindia.com URL: <http://www.nopindia.com/>
CIN: U29120KA2015FTC150014

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide General Circular no. 20/2020 dated 05th May, 2020; General Circular no. 02/2022 dated 05th May, 2022 and General Circular no. 10/2022 dated 28th December, 2022 (MCA Circulars’), has now allowed Companies to convene AGMs on or before 30th September, 2023, through Video Conferencing (VC) or Other Audio Visual Mode (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through OAVM.
2. The facility of participation through OAVM is available to all members without any restriction.
3. **AS THE MEETING IS BEING HELD VIA OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 10:45 am IST, and shall be closed after the expiry of 15 minutes of the scheduled time
5. Attendance of members present through OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013
6. Mr. Kapil Sharma is appointed as the Chairman of the Board and therefore, will preside as Chairman of the meeting. In the event he is not present within fifteen minutes after the time appointed for holding the Meeting, the Chairman will be appointed as under:
 - 6.1 The members present shall elect the Chairman on show of hands.
 - 6.2 By a poll. Members may convey their votes by sending the same on the k-sharma@nop-group.jp (Designated email), when a poll is required to be taken during the meeting on any resolution. Members shall send emails through their email addresses which are registered with the Company.
7. The Members will be allowed to pose questions during the course of the Meeting in regard to the financial statements and other matters. The queries can also be given in advance at k-sharma@nop-group.jp.
8. In accordance with the aforementioned circulars, the Notice calling the AGM is available on the website of the Company at <http://www.nopindia.com/>.
9. Corporate Member intending to send their authorized representative to attend the Meeting are requested to send to the Company a scanned copy of certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Nippon Oil Pump India Private Limited

Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya,
Bengaluru (Urban) – 560 058 Karnataka, India ☐ +91-80-4123-8431
e-mail: info@nopindia.com URL: <http://www.nopindia.com/>
CIN: U29120KA2015FTC150014

10. This meeting is being called at a short Notice than the statutory required minimum notice of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The members are accordingly requested to give their consents, in the prescribed format enclosed with the notice, to hold the meeting at a shorter notice.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
12. During the 8th (Eighth) AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013.
13. In view of the clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated 15th April, 2020, the Company will hold the AGM through OAVM, without the physical presence of the Members at **Building # 3, Plot No. 175-176, 11th Main, 3rd Phase, Industrial Area, Peenya, Bengaluru (Urban) – 560 058 Karnataka**. In view of the directions from MCA, the Meeting is being convened through OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue. Hence, no route map is being attached to this Notice.

14. INSTRUCTION FOR JOINING THE MEETING THROUGH OAVM

Members can join the meeting the OAVM facility by following the steps below:

1. Accepting the meeting invite sent on registered emails through Microsoft teams.
2. Joining through the Meeting invite link as mentioned below (Click to follow link) :
Open Microsoft Teams.
3. You will be taken to a page where you can choose to either join on the web or download the desktop app. If you already have the Teams app, the meeting will open there automatically.
4. If you don't have a Teams account and the organizer has allowed it, you may have the option to enter your name to join the meeting as a guest. If you do have a Teams account, select **Sign in** to join with access to the meeting chat and more. Then, depending on the organizer's settings, you may join the meeting right away or go to the lobby where people in the meeting can admit you.
5. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their

Nippon Oil Pump India Private Limited

Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya,
Bengaluru (Urban) – 560 058 Karnataka, India ☐ +91-80-4123-8431
e-mail: info@nopindia.com URL: <http://www.nopindia.com/>
CIN: U29120KA2015FTC150014

respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case of any queries regarding OAVM facility before or during the meeting, Members may call at number +91 99 1006 6826 or write to k-sharma@nop-group.jp to receive a response. Members desiring any assistance relating to joining the meeting are requested to write to us at least 24 Hours before the meeting to enable us to assist you effectively.

Nippon Oil Pump India Private Limited

Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya,
Bengaluru (Urban) – 560 058 Karnataka, India ☐ +91-80-4123-8431
e-mail: info@nopindia.com URL: <http://www.nopindia.com/>
CIN: U29120KA2015FTC150014

CONSENT BY SHAREHOLDER FOR CONDUCTING THE ANNUAL GENERAL MEETING OF THE COMPANY AT SHORTER NOTICE

[Pursuant to Section 101(1) of the Companies Act, 2013]

To
The Board of Directors
Nippon Oil Pump India Private Limited
Registered office:
Building # 3, Plot No. 175-176, 11th Main,
3rd Phase Industrial Area, Peenya, Bengaluru (Urban) – 560 058,
Karnataka, India

Dear Sirs,

I/we, _____, son of Mr. _____, resident of _____, Authorised Representative of _____, Authorised vide its Board resolution passed on _____, holding _____ Equity Shares of Rs. 10/- (Rupees Ten only) each in the Company, do hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 8th (Eighth) Annual General Meeting of the Company at shorter notice on Wednesday, 28th June, 2023 at 11:00 am IST at the registered office of the Company situated at Building # 3, Plot No. 175-176, 11th Main, 3rd Phase Industrial Area, Peenya, Bengaluru (Urban) – 560 058, Karnataka, India (Deemed Venue).

[·][Date]