

Nippon Oil Pump India Private Limited

RO / HO: Unit 544, Tower B-2, Spaze i-Tech Park, Sector-49, Sohna Road Gurugram 122018, Haryana, India

Tel: +91-124-405-6644 GST: 06AAFCN0849Q1ZY

BO: B9/2, NGEF Ancillary Industrial Estate, Whitefield Road, Mahadevapura Post
Bengaluru -560048, Karnataka, India Tel: +91-80-4123-8431 GST: 29AAFCN0849Q2ZP

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CIN: U29120HR2015FTC057330

AGENDA FOR THE 02/ 2020-21 MEETING OF THE BOARD OF DIRECTORS OF NIPPON OIL PUMP INDIA PRIVATE LIMITED SCHEDULED TO BE HELD THROUGH OTHER AUDIO VISUAL MEANS ON TUESDAY, 20th OCTOBER, 2020 AT 1100 HRS IST (1430 HRS JAPAN TIME) AT E-704, PARK VIEW CITY-1 SECTOR-48, SOHNA ROAD, GURUGRAM 122018

Item No.	Description
1.	To elect Chairman of the meeting and record the quorum.
2.	To grant leave of absence, if any.
3.	To confirm and sign the minutes of the previous Board Meeting held on 29 th June, 2020.
4.	To take note of the resolution passed through circulation by the Board of Directors of the Company.
5.	To take note of notice of change in disclosure of interest of any Director under Section 184 of the Companies Act, 2013.
6.	To approve increase in Authorised Share Capital of the Company and make consequential amendment in Memorandum of Association.
7.	To approve closure of Current account No. 10036500 maintained with Sumitomo Mitsui Banking Corporation (SMBC).
8.	To propose Diversification of business activities of the Company.
9.	To authorize Mr. Kapil Sharma, Chairman and Managing Director to sign lease related documents for the Company's proposed factory shed to be situated in Bengaluru, Karnataka.
10.	To approve appointment of Mr. Kapil Sharma, Chairman and Managing Director of the Company, as the Factory Occupier and Mr. Himanshu Manocha, Assistant Manager Finance as Factory Manager in compliance of the Section 2(n) and 7 of the Factories Act, 1948 and rules made thereunder, for Company's proposed factory shed to be situated at Building No. 3, 175-176, 11th Main Road, 3rd Phase Peenya Industrial Area, Bengaluru 560 058.
11.	To give approval for shifting the Registered office of the Company from the 'State of Haryana', India to the 'State of Karnataka', India.

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12.	To approve draft notice for calling Extra-Ordinary General Meeting of the Company through Other Audio Visual Means.
13.	Any other item with the permission of the chair and consent of the majority of Directors present.

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NOTES TO AGENDA OF 02/ 2020-21 MEETING OF THE BOARD OF DIRECTORS OF NIPPON OIL PUMP INDIA PRIVATE LIMITED SCHEDULED TO BE HELD THROUGH OTHER AUDIO VISUAL MEANS ON TUESDAY, 20th OCTOBER, 2020 AT 1100 HRS IST (1430 HRS JAPAN TIME) AT E-704, PARK VIEW CITY-1 SECTOR-48, SOHNA ROAD, GURUGRAM 122018

Item no. 1:

To elect chairman of the meeting and record the quorum

Mr. Kapil Sharma has been appointed as the Chairman of the Board. Therefore, Mr. Kapil will chair the meeting, if he is personally present, otherwise the Directors present may elect amongst themselves the Chairman of the meeting.

Item no. 2:

To grant leave of absence, if any

Leave of absence may be granted to the Directors who will not be able to attend the meeting.

Item no. 3:

To confirm and sign the minutes of the previous Board Meeting held on 29th June, 2020

Background:

Minutes of the previous meeting no.01/ 2020-21 of the Board of Directors held on 29th June, 2020 are enclosed with the agenda, annexed as **Annexure-1**.

Action required:

The Board is requested to kindly confirm the minutes and thereafter, the Chairman of the meeting shall sign the minutes. However, due to COVID 19 situation, the minutes may not be able to get signed physically by the Chairman. As per the relaxations provided by the Institute of Company Secretaries of India in the Secretarial Standard 1 wrt Board Meetings, the minutes may be signed by the Chairman of the meeting either by affixing his digital signature or may be signed by him physically once normalcy is restored. Alternatively, directors may waive the right to receive copy of such minutes, considering the prevailing circumstances.

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Item no. 4:

To take note of the resolution passed through circulation by the Board of Directors of the Company

Background:

The Board is informed that pursuant to the provisions of Section 175 of the Companies Act, 2013 and Rules made there under, resolutions passed by circulation by the Board of Directors of Company are required to be noted at the subsequent Meeting of the Board and should form part of the Minutes of the said Board Meeting. No Director of the Company was interested in the resolution passed by circulation.

Action required:

The Board is requested to take note of following resolution approved by circulation:

Resolution Number 01/2020-21 passed by circulation by the Board of Directors of the Company pursuant to Section 175 of the Companies Act 2013, on 17th August, 2020

To keep & maintain books of accounts at a place other than Registered Office of the Company

“RESOLVED THAT pursuant to the provisions of Section 128(1) of the Companies Act, 2013 and rules thereunder (including any modification or reenactment thereof) the consent of the Board be and is hereby granted to shift and maintain Books of Accounts and other relevant books and papers at the Company’s office situated at **B9/2, NGEF Ancillary Industrial Estate, Whitefield Road, Mahadevapura Post, Bengaluru -560048, Karnataka**, with effect from the date of passing of this resolution;

RESOLVED FURTHER THAT any Director of the Company, be and is hereby *severally* authorized to sign and file with Registrar of Companies NCT of Delhi and Haryana, a notice in writing giving full address of the said office and to do all such acts and deeds as may be necessary to give effect to this resolution.”

Item no. 5:

To take note of notice of change in disclosure of interest of any Director under Section 184 of the Companies Act, 2013

Background:

The Board is informed that pursuant to the provisions of Section 184 of the Companies Act, 2013, every Director shall, whenever there is a change in the disclosures already made, at the first Board Meeting held

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after such change, disclose such change in his concern or interest and the Board has to take note of the same.

Action required:

The Board is requested to take note of the change in disclosure of interest of Directors, if any.

Item no. 6:

To approve increase in Authorised Share Capital of the Company and make consequential amendment in Memorandum of Association

Background:

The Board is informed that the Authorized Share Capital of the company presently stands INR 54,000,000/- (Indian Rupees Five Crore Forty Lakh only) divided into 54,00,000 (Fifty Four Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Board is further informed that in order to meet its growth objectives and to strengthen its financial position, the company is required to generate long term resources by issuing new Equity Shares. Therefore, in this regard, it is proposed to reclassify the authorized share capital of the company by increasing the authorized share capital of the company from INR 54,000,000/- (Indian Rupees Five Crore Forty Lakh only) divided into 54,00,000 (Fifty Four Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to INR 100,000,000/- (Indian Rupees Ten Crore only) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking paripassu in all respect with the existing Equity shares of the Company.

Action required:

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 61, Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 or any other rule made thereunder (including any amendment thereto or re-enactment thereof for the time being in force) and subject to approval of the members of the Company in upcoming General Meeting, the consent of the Board be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 54,000,000/- (Indian Rupees Five Crore Forty Lakh only) divided into 54,00,000 (Fifty Four Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to INR 100,000,000/- (Indian Rupees Ten Crore only) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking paripassu in all respect with the existing Equity shares of the Company;



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RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to Share Capital be substituted with the following clause:

V. The Authorized Share Capital of the Company is INR 100,000,000/- (Indian Rupees Ten Crore only) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company, be and is hereby authorized to sign and file e-Form SH-7 and such other relevant documents, as may be required, with the Registrar of Companies, NCT of Delhi and Haryana, and do all such acts, deeds and things as may be required for giving effect to the aforesaid resolution.”

Item no. 7:

To approve closure of Current account No. 10036500 maintained with Sumitomo Mitsui Banking Corporation (“SMBC”)

Background:

The Board is informed that the **Current Account No. 10036500** maintained with Sumitomo Mitsui Banking Corporation (“SMBC”) is required to be closed since the Account is no longer in use. In this regard, it is proposed to authorize the officials of the Company, to carry out the necessary activities in this regard.

Action Required:

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT consent of the Board of Directors of the Company be and is hereby accorded to close the **Current Account No. 10036500** maintained with Sumitomo Mitsui Banking Corporation (“SMBC”), in the name and style of ‘Nippon Oil Pump India Private Limited.’ from the date of passing of this resolution;

RESOLVED FURTHER THAT the Managing Director or any Director of the Company or Mr. Himanshu Manocha, Assistant Manager-Finance, be and is hereby *severally* authorised to sign all the necessary applications, undertakings and such other documents as may be necessary for the closure of the above mentioned Current Account maintained with the SMBC and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to above resolution;

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RESOLVED FURTHER THAT the Managing Director or any Director of the Company, be and is hereby *severally* authorized to furnish the certified true copy of the extract of the Board Resolution to the concerned officials of the SMBC and other persons whenever necessary.”

Item no. 8:

To propose Diversification of business activities of the Company

Background:

The Board is informed that the Company is engaged in the business of trading of Hydraulic Motors, Lubrication Pumps, Coolant Pumps & Oil Burners and also provide consulting and advisory services, market research and knowledge & business process outsourcing services relating to the above mentioned products and any activity incidental or relating to the same.

The Board is further informed that the Company now wishes to diversify the business by undertaking manufacturing activities as mentioned in Object Clause of the Memorandum of Association of the Company and enter into new spheres of business connected with the existing business activities of the company, in order to compete with the global market.

A detailed business plan in this regard shall be placed at the meeting before the Board for its consideration and approval.

Action required:

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT approval of the Board of Directors of the Company be and is hereby accorded for commencement of manufacturing activities as mentioned in the Object Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”



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Item no. 9:

To authorize Mr. Kapil Sharma, Chairman and Managing Director to sign lease related documents for the Company's proposed factory shed to be situated in Bengaluru, Karnataka

Background:

The Board is informed that for the purpose of diversification of the business activities by exploring new business opportunities in the industry and enter into new spheres of business connected with the existing business activities of the company, it is proposed to take on lease, factory shed situated at Building No. 3, 175-176, 11th Main Road, 3rd Phase Peenya Industrial Area, Bengaluru 560 058 for a period of 5 years at a lease rental of INR 100,000 per month, subject to 5% increment per annum, from M/s Industrial Research Corporation (GSTIN: 29AAAFI2899D1Z7) ('Lessor').

The Board is further informed that for the purpose of taking the said premises on lease, it is proposed to authorize Mr. Kapil Sharma, Chairman and Managing Director of the Company, to sign and execute the lease deed including the Addendum of the lease deed, Memorandum of Understanding ("MOU") and Possession letter and/or other documents in matters relating to execution of the said lease deed on behalf of the Company and do the formalities as may arise, in connection with taking the said premises on lease.

Action required:

The Board is requested to pass the following resolution with or without modification(s):

"RESOLVED THAT consent of the board be and is hereby accorded for execution of Lease deed between the Company and M/s Industrial Research Corporation (GSTIN: 29AAAFI2899D1Z7) ('Lessor'), for the premises situated at Building No. 3, 175-176, 11th Main Road, 3rd Phase Peenya Industrial Area, Bengaluru 560 058 for a period of 5 years at a lease rental of INR 100,000 per month, subject to 5% increment per annum ;

RESOLVED FURTHER THAT Mr. Kapil Sharma, Managing Director of the Company, be and is hereby authorized for and on behalf of the company to enter sign, execute, certify, modify, amend the lease deed including the Addendum of the lease deed, Memorandum of Understanding ("MOU"), possession letter, maintenance agreements and/or other documents in matters relating to execution of the said lease deed for the said premises and to do all such acts, deed and things as may be necessary and incidental to give effect to the same and to delegate all or any one or more of the aforesaid power/s to any other person(s) by way of Power of Attorney(s) and authorize them to exercise the powers so delegated on behalf of the Company and to undertake all acts and deeds as may be necessary with respect thereto;

RESOLVED FURTHER THAT Mr. Kapil Sharma, Managing Director of the Company, be and is hereby authorized to act on behalf of and represent the Company before the concerned Sub-Registrar / Joint Sub-Registrar / Registrar, for registering the lease agreement and to sign, execute and submit all



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documents, applications, forms, returns, agreements or other correspondence with the above-mentioned authorities in this regard and to do all such acts, deeds and things pursuant thereto as may be deemed expedient and incidental thereto;

RESOLVED FURTHER THAT the Managing Director or any Director be and is hereby *severally* authorized, on behalf of the Company, to provide copies certified as being true, of these Resolutions."

Item no. 10:

To approve appointment of Mr. Kapil Sharma, Chairman and Managing Director of the Company, as the Factory Occupier and Mr. Himanshu Manocha, Assistant Manager Finance as Factory Manager in compliance of the Section 2(n) and 7 of the Factories Act, 1948 and rules made thereunder, for Company's proposed factory shed to be situated at Building No. 3, 175-176, 11th Main Road, 3rd Phase Peenya Industrial Area, Bengaluru 560 058

Background:

The Board is informed that for the purpose of ensuring necessary compliances, filing of requisite documents/returns etc. as may be required from time to time, under the Factories Act, 1948 read with the Rules and Regulation made thereunder (including any statutory amendments or re-enactment thereof), it is proposed to appoint Mr. Kapil Sharma, Managing Director of the Company as the Occupier and Mr. Himanshu Manocha, Assistant Manager Finance, as the Factory Manager for the operations of the Company's proposed factory shed to be situated at Building No. 3, 175-176, 11th Main Road, 3rd Phase Peenya Industrial Area, Bengaluru 560 058 (pending signing of lease related documents for the said location), as required under the provisions of Factories Act, 1948 read with the state/central Rules and Regulations made thereunder (including any statutory amendments or re-enactment thereof).

Action required:

The Board is requested to pass the following resolution with or without modification(s):

"RESOLVED THAT Mr. Kapil Sharma, Managing Director of the Company, and Mr. Himanshu Manocha, Assistant Manager Finance, be and are hereby appointed/nominated as Factory Occupier and Factory Manager respectively, in accordance with the provisions of Factories Act, 1948 read with the state/central Rules and Regulations made thereunder (including any statutory amendments or re-enactment thereof), in relation to the proposed plant of the Company to be situated at Building No. 3, 175-176, 11th Main Road, 3rd Phase Peenya Industrial Area, Bengaluru 560 058 (pending signing of lease related documents for the said location), and they shall be responsible and exercise all such powers and take all such steps as may be necessary or expedient to comply with all the provisions of the aforesaid Act/Rules with respect to the conduct of the operations of the Company's aforementioned Factory;

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RESOLVED FURTHER THAT Mr. Kapil Sharma, Managing Director of the Company and Mr. Himanshu Manocha, Assistant Manager Finance, be and are hereby further authorized severally to represent, liaise, execute sign and file various statutory applications, documents, forms and returns with such concerned Authority in order to obtain, renew requisite approval / license or otherwise, under the Factories Act, 1948 and to do all such acts, deeds and things as may be required from time to time to give effect to this resolution;

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby severally authorized to furnish the certified true copy of the extract of the Board Resolution to the concerned persons or officials as may be required from time to time.”

Item no. 11:

To give approval for shifting the Registered office of the Company from the ‘State of Haryana’, India to the ‘State of Karnataka’, India.

Background:

The Board is informed that the Company wishes to set up a new manufacturing unit in the State of Karnataka for the purpose of exploring new business opportunities in the industry and entering into new spheres of business. Therefore, to carry out business more efficiently and economically and for better administration and running of business of the Company, it is proposed to shift the registered office of the Company from the ‘State of Haryana’, India to the ‘State of Karnataka’, India, subject to the approval of members of the Company in the ensuing Annual General Meeting and further approval of the Regional Director.

The Board is further informed that this shifting would require amendment in the Clause II. i.e. Situation Clause of Memorandum of Association of the Company.

The Board is further informed that the shifting of registered office is in the best interest of the Company, members and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the Company.

Action required:

The Board is requested to pass the following resolution with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of section 13 read with rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any,

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(including any amendment thereto or re-enactment thereof), and subject to approval of the members of the Company, Central Government / Regional Director (Ministry of Corporate Affairs) / State Government / Registrar of Companies and any other Government Authority, the consent of the Board of Directors of the Company be and is hereby accorded to shift the Registered Office of the Company from the ‘**State of Haryana**’, India to the ‘**State of Karnataka**’, India;

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

II “The Registered Office of the Company will be situated in the “State of Karnataka”.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby *severally* authorized, on behalf of the Company, to:

- (i) sign, file and deliver the necessary petition for confirmation of the alteration of Registered office and Situation Clause of Memorandum of Association of the Company, before the concerned Regional Director and requisite supporting documents including the affidavit verifying the petition and also any other application(s), affidavit(s) or documents in connection with the petition; and
- (ii) sign, file and deliver any necessary documents with the concerned Registrar of Companies; and
- (iii) accept such modifications/alterations as may be deemed necessary by the Regional Director and/or the concerned Registrar of Companies; and
- (iv) do all such acts, deeds and things as may be necessary or expedient to do in connection with or incidental thereto or in pursuance of the above resolutions.
- (v) file various e-Forms with the Registrar of Companies / Regional Director

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby *severally* authorized to appoint and authorize Practising Company Secretary / Advocate / other consultants to appear, represent, make such statement, furnish such information and do such things, as may be required, on behalf of the Company and is further authorized to submit application / petition and documents, including but not limited to affidavits / undertakings, appear, make such statement, furnish such information and to do all acts connected with the alteration of Registered Office, before the Central Government / Regional Director (Ministry of Corporate Affairs) / State Government / Registrar of Companies and any other Government Authority in the matter of the petition filed by the Company for

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shifting of Registered Office and proposed alteration of the Situation Clause of Memorandum of Association;

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby *severally* authorized to be and is hereby severally authorized to furnish the certified true copy or the extract of the Board Resolution to the concerned authorities or person(s) as may be required.”

Item no. 12:

To approve draft notice for calling Extra-Ordinary General Meeting of the Company through Other Audio Visual Means

Background:

The Board is informed that draft notice for calling of Extra-Ordinary General Meeting of the Members of the Company, for transacting such business as mentioned in the draft notice, is annexed herewith as **Annexure-2**.

However, Ministry of Corporate Affairs (MCA) vide Circular no 14/2020 dated 8th April, 2020, has now allowed Companies to convene EGMs through Video Conferencing (VC) or Other Audio Visual Mode (OAVM), subject to fulfilling conditions as prescribed in the said circular. In view of the same, it is proposed to convene the EGM through OAVM and approve the revised draft notice and authorize the official of the Company to issue notice (including at shorter notice) to the members of the Company.

Action required:

The Board is requested to pass the following resolution with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Section 101 read with other applicable provisions of the Companies Act, 2013 and rules made there under (including any amendment therein or reenactment thereof, if any) and Ministry of Corporate Affairs (MCA) Circular no 14/2020 dated 8th April, 2020, the draft notice as placed before the Board for calling the Extra Ordinary General Meeting of the Company, to transact such items of businesses as mentioned in the draft notice, be and is hereby approved by the Board.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company, be and is hereby severally authorized to do all acts, deeds and things including but not limited to finalize date, time and place of Extra Ordinary General Meeting, sign and issue such notice to the members, Auditors and other persons as required, statutory filing of e-forms with the concerned Registrar of the Companies or any such act as may be necessary to convene the Extra Ordinary General Meeting of the Company.



Nippon Oil Pump India Private Limited

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Tel: +91-124-405-6644 GST: 06AAFCN0849Q1ZY

BO: B9/2, NGEF Ancillary Industrial Estate, Whitefield Road, Mahadevapura Post
Bengaluru -560048, Karnataka, India Tel: +91-80-4123-8431 GST: 29AAFCN0849Q2ZP

E-mail: info-india@nop-group.jp URL: <http://www.nopindia.com/>

CIN: U29120HR2015FTC057330

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby authorized to sign the same on behalf of the Board of Directors and eMinds legal ,Corporate Secretarial Consultants to the Company, be and are hereby authorized to send it to the members, the Directors and Auditors of the Company.”

Item no. 13:

Any other item with the permission of the Chair and consent of the majority of Directors present.

Parent Company
NOP *Create the New Stream!*
Nippon Oil Pump Co., Ltd.

