

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

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

CIN: U29120HR2015FTC057330

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Nippon Oil Pump India Private Limited will be held at shorter notice on Thursday, 22nd day of October, 2020 at 11.00 am IST through Other Audio Visual Means (“OAVM”) facility at **E-704, Park View City-1 Sector-48, Sohna Road, Gurugram 122018, Haryana** to transact the following businesses:

SPECIAL BUSINESSES:

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

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

“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), consent of the members of the Company 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 pari passu in all respect with the existing Equity shares of the Company;

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.”

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

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

“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, (including any amendment thereto or re-enactment thereof), and subject to approval of Central Government / Regional Director (Ministry of Corporate Affairs) / State Government / Registrar of Companies and any other Government Authority, the consent of the members 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

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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 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.”

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

**Kapil Sharma
Chairman and Managing Director
DIN: 07334796
Address: E-704, Park View City- 1, Sector 48,
Sohna Road, Gurugram-122018 Haryana**

Date:

Place:

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NOTES :

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide Circular no 33/2020 dated 28th September,2020 read with Circular no 14/2020 dated 8th April,2020, Circular no 17/2020 dated 13th April,2020 and Circular no 22/2020 dated 15th June,2020 (collectively referred to as “MCA Circulars”), has allowed companies to hold Extraordinary General Meetings (EGMs) 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 EGM 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 EGM 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 Chair 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:
 - 5.1 The members present shall elect the Chairman on show of hands.
 - 5.2 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.

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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 EGM 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.
10. As the Extraordinary General Meeting of the Company has been called on a shorter notice, members of the company are requested to give their consent in the prescribed format enclosed with the notice and submit the same electronically at the k-sharma@nop-group.jp, to conduct the Extraordinary General Meeting.
11. All Relevant documents pertaining to the Special Business will be made available to the member electronically upon sending a request at the k-sharma@nop-group.jp.
12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Business set out in the Notice is enclosed herewith.
13. In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA Circulars have clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated 08th April, 2020, the Company will hold the EGM through OAVM, without the physical presence of the Members at E-704, Park View City-1 Sector-48, Sohna Road, Gurugram 122018, Haryana. 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 EGM 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.



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2. Joining through the Meeting invite link as mentioned below (Click to follow link) :
[Join Microsoft Teams Meeting](#)
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 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.



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EXPLANATORY STATEMENT

(Pursuant to section 102(1) of the Companies Act, 2013)

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 20th October, 2020 and shall be taken as forming part of the Notice.

ITEM NO. 1

The Company submits the following information to the members for taking an appropriate decision for approving the proposed resolution as set out in the Item No. 1 of the notice of Extraordinary General Meeting by way of Ordinary Resolution:

The Members of the Company be and are hereby 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 Members are 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.

The proposed increase in the Authorized Share Capital will consequently require alteration in Capital clause V of Memorandum of Association of the Company. Further, pursuant to the provisions of Section 61 of the Companies Act, 2013, any change in the Authorized Share Capital of the Company and alteration of the Memorandum of Association of the Company requires approval of members by way of an Ordinary Resolution..

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors or KMP are interested in the above resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of Section 2(53), the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager in this item.

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ITEM NO. 2

The Company submits the following information to the members for taking an appropriate decision for approving the proposed resolution as set out in the Item No. 2 of the notice of Extraordinary General Meeting by way of Special Resolution:

The Members of the Company be and are informed that, the Registered office of the Company, at present, is situated in the '**State of Haryana**', India.

The Members of the Company are further informed that 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 enable the Company to have strong presence in Karnataka and 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 Extraordinary General Meeting and further approval of the Regional Director.

The proposed shifting of the registered office of the company 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, operations or employees of the Company.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors or KMP are interested in the above resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of Section 2(53), the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager in this item.

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

Kapil Sharma
Chairman and Managing Director
DIN: 07334796
Address: E-704, Park View City- 1, Sector 48,
Sohna Road, Gurugram-122018 Haryana

Date:
Place:

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CONSENT OF SHAREHOLDER FOR 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:

Unit 544, Tower B-2, Spaze i-Tech Park,
Sector-49, Sohna Road Gurugram 122018, Haryana

Dear Sirs,

I, _____ S/o or D/o of Mr. _____, resident of _____ Authorized Representative of _____, Authorized vide its Board Resolution dated _____, holding _____ (_____) Equity share of Rs. 10/- in the Company hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting of Nippon Oil Pump India Private Limited on Thursday, 22nd day of October, 2020 at 11.00 am at E-704, Park View City-1 Sector-48, Sohna Road, Gurugram 122018, Haryana, at a shorter notice.

(_____)

Date: _____

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