

Nippon Oil Pump India Private Limited

RO / HO: 317, Vipul Trade Centre, Gurugram – Sohna Expressway, Sector – 48, Gurugram 122 018, 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 ANNUAL GENERAL MEETING

Notice is hereby given that the 5th (Fifth) Annual General Meeting (AGM) of Nippon Oil Pump India Private Limited will be held on Tuesday, 21st day of July, 2020 at 11.00 am IST through Other Audio Visual Means (“OAVM”) facility at **317, Vipul Trade Center, Gurugram Sohna Expressway, Sector-48, Gurugram, Haryana - 122018 India** to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2020, comprising of Balance Sheet as at 31st March, 2020, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statement as at 31st March, 2020 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, 2020 comprising of Balance Sheet as at 31st March, 2020, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statement as at 31st March, 2020 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.”

2. **To approve the appointment of Walker Chandiook & Co. LLP (Firm registration no. 001076N/N500013) as the Statutory Auditor of the Company.**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the appointment of **Walker Chandiook & Co. LLP (Firm registration no. 001076N/N500013)** as Statutory Auditors of the Company for a period of five years, from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 10th (Tenth) Annual General Meeting of the Company to be held for the Financial Year 2024-25, on such remuneration as may be mutually agreed upon between Mr. Kapil Sharma, Managing Director (DIN- 07334796) of the Company and the Statutory Auditor.”

Parent Company

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Nippon Oil Pump Co., Ltd.



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**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: 29th June, 2020
Place: Gurugram**

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NOTES :

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through 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 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 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.
10. 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.
11. During the 5th 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.
12. 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 15th April, 2020, the Company will hold the AGM through OAVM, without the physical presence of the Members at 317, Vipul Trade Center, Gurugram Sohna Expressway, Sector-48, Gurugram, Haryana - 122018 India . 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.

13. 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.



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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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