

NEC Corporation India Private Limited
(Formerly known as NEC Technologies India Private Limited)
CIN No. U72300DL2006FTC151472
Regd. Off: A-31, First Floor, Lajpat Nagar Part II, New Delhi- 110024, India
Tel: 011-46015880 website: <https://in.nec.com>

NOTICE

Shorter Notice is hereby given that the 17th Annual General Meeting (“AGM”) of the Members of the NEC Corporation India Private Limited (“the Company”), will be held on 29th September 2023, at 11:00 A.M. (IST) at C-1901, 19th Floor, Tower C, Advant Navis Business Park, Plot No-7, Sector 142, Noida 201305, Uttar Pradesh, India, India through -video conference, zoom to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Financial Statements of the Company for year ended 31st March 2023 together with Notes attached thereto and the Reports of the Board of Directors and the Auditors.**

“**RESOLVED THAT** the Financial Statements for the year ended 31st March 2023 together with the Notes attached thereto and the Reports of the Board of Directors and the Auditors thereon be and are hereby adopted.”

- 2. To appoint B S R & Co. LLP as the Statutory Auditors of the Company.**

“**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, B S R & Co. LLP be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of 22nd consecutive Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively. “

- 3. To re-appoint a Director, Mr. Alok Kumar (holding DIN: 08720494), who retires by rotation and being eligible offers himself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and Article 24A of the Articles of Association of the Company, Mr. Alok Kumar (holding DIN: 08720494), who retires by rotation at this meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

- 4. To re-appoint a Director, Mr. Mayank Khandelwal (holding DIN: 06904392), who retires by rotation and being eligible offers himself for re-appointment.**

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“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 and Article 24A of the Articles of Association of the Company, Mr. Mayank Khandelwal (holding DIN: 06904392), who retires by rotation at this meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

- 5. To re-appoint a Director, Mr. Ken Sugata (holding DIN: 08492957) who retires by rotation and being eligible offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 and Article 24A of the Articles of Association of the Company, Mr. Ken Sugata (holding DIN: 08492957), who retires by rotation at this meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

- 6. To re-appoint a Director, Mr. Mitsuhiro Murooka (holding DIN: 07248744), who retires by rotation and being eligible offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 and Article 24A of the Articles of Association of the Company, Mr. Mitsuhiro Murooka (holding DIN: 07248744), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 7. To appoint Mr. Eiji Takei (holding DIN: 10298225) as a Director, liable to retire by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article 24A of Articles of Association of the Company, Mr. Eiji Takei (holding DIN:10298225), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 26th September 2023, be and is hereby appointed as the Director of the Company liable to retire by rotation.

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RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to execute, sign and file necessary e-forms and documents with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary in order to give effect to the aforesaid resolution.”

8. To appoint Mr. Arihiko Yamazaki (holding DIN: 10323200) as a Director, liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article 24A of Articles of Association of the Company, Mr. Arihiko Yamazaki (holding DIN: 10323200), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 26th September 2023 , be and is hereby appointed as the Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to execute, sign and file necessary e-forms and documents with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary in order to give effect to the aforesaid resolution.”

9. To appoint Mr. Koichiro Moroishi (holding DIN: 10323443) as a Director, liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article 24A of Articles of Association of the Company, Mr. Koichiro Moroishi (holding DIN: 10323443), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 26th September 2023 , be and is hereby appointed as the Director of the Company liable to retire by rotation.

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RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to execute, sign and file necessary e-forms and documents with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary in order to give effect to the aforesaid resolution.”

10. To ratify the remuneration of Cost Auditor of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** the shareholders of the Company be and are hereby ratifies the remuneration of Rs. 2,25,000/- (Rupees Two lakhs twenty-five thousand) to be paid to R.J. Goel & Co., Cost Accountant, bearing Registration No. 000026, as the Cost Auditor of the Company for the Financial Year ending 31st March 2023”

By order of the Board
For **NEC Corporation India Private Limited**

Place: Noida
Date: 26th September 2023

Sd/-
Nitin Chopra
Company Secretary
Membership No: 27834

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NOTES:

1. Corporate Members are requested to e-mail the company a duly certified copy of Power of Attorney authorizing its representatives who would be attending & voting in the said AGM together with their respective specimen signatures in accordance with Section 113 of the Companies Act, 2013.
2. Members are requested to notify the change of their address to the Company and always quote their Folio Numbers in all correspondence with the Company.
3. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item No. 7, 8, 9 & 10 of the accompanying Notice is annexed hereto and forms part of this notice.
4. Copies of the relevant documents are available for inspection and shall be provided through electronic mode, if required, up to the date of the said meeting, on the working days during normal business hours.
5. Members are requested to deliver their consent to convene the 17th Annual General Meeting at shorter notice (in the form attached as **Annexure- A** to this notice) to the Company prior to the proposed time for the annual general meeting.
6. Instructions with regard to attending the meeting through audio-video conferencing is herewith annexed as **Annexure-B** for the convenience of the members attending the meeting.

In case of any further query/ information required, please contact by writing at cs@india.nec.com.

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows:

Item No. 7

Mr. Eiji Takei was appointed as an Additional Director of the Company with effect from 26th September 2023. In terms of Section 161 of the Companies Act, 2013 (“the Act”) he holds office up to 29th September 2023 (Date of Annual General Meeting).

The Board recommends his appointment as the Director of the Company.

Accordingly, pursuant to the provisions of Section 152 of the Companies Act, 2013, the said matter will be placed in the meeting for the approval of the members of the Company by passing an Ordinary Resolution.

Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is stated below:

Age	58 Years
Qualifications	Graduated from Keio University
Experience	20 Years
Date of first appointment on the Board	26 th September 2023
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Not related to any other Director, Manager, and other Key Managerial Personnel of the Company
The number of Board Meetings attended during the year	Attended one (1) Board Meeting held on 26 th September 2023.
Other Directorship, Membership or Chairmanship of committees of Board	No other Directorship, Membership or Chairmanship of Committees of Board.

Except Mr. Eiji Takei, none of the Directors of the Company or his relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

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Item No. 8

Mr. Arihiko Yamazaki was appointed as an Additional Director of the Company with effect from 26th September 2023. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office up to 29th September 2023 (Date of Annual General Meeting).

The Board recommends his appointment as the Director of the Company.

Accordingly, pursuant to the provisions of Section 152 of the Companies Act, 2013, the said matter will be placed in the meeting for the approval of the members of the Company by passing an Ordinary Resolution.

Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is stated below:

Age	54 Years
Qualifications	Bachelor of Information Science from Tokyo Institute of Technology
Experience	33 Years
Date of first appointment on the Board	26 th September 2023
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Not related to any other Director, Manager, and other Key Managerial Personnel of the Company
The number of Board Meetings attended during the year	Attended one (1) Board Meeting held on 26 th September 2023.
Other Directorship, Membership or Chairmanship of committees of Board	No other Directorship, Membership or Chairmanship of Committees of Board.

Except Mr. Arihiko Yamazaki, none of the Directors of the Company or his relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

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Item No. 9

Mr. Koichiro Moroishi was appointed as an Additional Director of the Company with effect from 26th September 2023. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office up to 29th September 2023 (Date of Annual General Meeting).

The Board recommends his appointment as the Director of the Company.

Accordingly, pursuant to the provisions of Section 152 of the Companies Act, 2013, the said matter will be placed in the meeting for the approval of the members of the Company by passing an Ordinary Resolution.

Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is stated below:

Age	52 Years
Qualifications	Graduate
Experience	30 Years
Date of first appointment on the Board	26 th September 2023
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Not related to any other Director, Manager, and other Key Managerial Personnel of the Company
The number of Board Meetings attended during the year	Attended one (1) Board Meeting held on 26 th September 2023.
Other Directorship, Membership or Chairmanship of committees of Board	No other Directorship, Membership or Chairmanship of Committees of Board.

Except Mr. Koichiro Moroishi, none of the Directors of the Company or his relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

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Item No. 10

The Board appointed R.J. Goel & Co. as a Cost Auditor at a remuneration of Rs. 2,25,000/- (Rupees Two lakhs twenty-five thousand) in addition to a fee of INR 20,000/- (Rupees Twenty Thousand) for each PMI certificate, excluding applicable taxes and out of pocket expenses. The Shareholders are hereby requested to ratify the remuneration.

By order of the Board
For NEC Corporation India Private Limited

Place: Noida
Date: 26th September 2023

Sd/-
Nitin Chopra
Company Secretary
Membership No: 27834

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Annexure-A
Shorter Notice Consent
THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

Date:

To,

The Board of Directors
NEC Corporation India Private Limited
A-31, 1st Floor, Lajpat Nagar Part-II,
New Delhi- 110024, India

Subject: Consent to Convene 17th Annual General Meeting at a Shorter Notice

Dear Sir/Ma'am,

We, _____, having its _____, holding _____ equity shares of INR 10 (Indian Rupees ten)/- each, hereby give our consent pursuant to Section 101(1) of the Companies Act, 2013 to convene the 17th Annual General Meeting of the Company at a shorter notice on 29th September 2023 at 11.00 a.m. (IST) vide video conferencing, zoom.

(Member)

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Annexure-B

Instructions for attending the meeting through Video Conferencing, Zoom:

1. The facility for joining the meeting shall be kept open for 15 (fifteen) minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
2. Proxies are not allowed to attend the meeting.
3. Corporates Members intending to attend meeting through their authorized representatives are requested to send a duly certified copy of the Board Resolution or Power of Attorney authorizing the representatives to attend and vote at the Annual General Meeting.
4. Attendance of members joining through this mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. During the meeting, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only to be sent to the designated email address i.e. cs@india.nec.com
6. The members may join the meeting through zoom call, the meeting Id and passcode will be shared with all the members separately through a mail.
7. Members are required to download Zoom app in their systems and to click on "Join a meeting" option as shown at the top of the Home page of that app. Enter the meeting Id, passcode and click on 'Join' option for joining the meeting.
8. In case if any member proposes to inspect any document before or during the meeting, then, the member is required to inform the same to the Company through e-mail at the below mentioned mail address and the same shall be provided to the member through e-mail only.
9. The documents required to be placed in the meeting for discussion and taking an informed decision shall be shared through electronic mode with the members.
10. For any further assistance in joining and participating in meeting, you may contact at the below mentioned details:

E-mail: cs@india.nec.com

Ph. No.: 9990695557