

NEC Corporation India Private Limited
CIN: U72300DL2006FTC151472
Unit No. C- 1901, 19th Floor, Tower C,
Advant Navis Business Park, Plot no 7, Sector 142,
Noida 201305, Uttar Pradesh, India
Tel: +91 120 6832700
Website: <https://in.nec.com>
Email Id: cs@india.nec.com

NOTICE

Notice is hereby given that the 20th Annual General Meeting (“AGM”) of the Members of the NEC Corporation India Private Limited (“the Company”), will be held on shorter notice on Tuesday, 29th September 2026, at 14:00 P.M. (IST) through video – conferencing (“VC”)/Other Audio Visual Means (“OAVM”) via zoom to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2026 together with Notes attached thereto and the Reports of the Board of Directors and the Auditors.**

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

“RESOLVED THAT the Financial Statements for the year ended 31st March 2026 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 re-appoint a Director, Mr. Arihiko Yamazaki (holding DIN :10323200) who retires by rotation and being eligible offers himself for re-appointment.**

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 152 of the Companies Act, 2013 and Article 24A of the Articles of Association of the Company, Mr. Arihiko Yamazaki (DIN :10323200), 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.”

3. To re-appoint a Director, Mr. Mahesha Divakara (holding DIN : 10986244) who retires by rotation and being eligible offers himself for re-appointment.

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 152 of the Companies Act, 2013 and Article 24A of the Articles of Association of the Company, Mr. Mahesha Divakara (DIN :10986244), 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:

4. To appoint Mr. Ichiro Kurihara (DIN: 11685822) 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 24 of Articles of Association of the Company, Mr. Ichiro Kurihara (DIN: 11685822), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 13th May, 2026 to hold office up to this annual general meeting, be and is hereby appointed as the Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Ichiro Kurihara shall continue to hold office as the Managing Director of the Company for the remainder of the tenure approved by the Board of Directors with effect from 13th May, 2026, subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, and during such tenure, he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorized 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.”

5. To appoint Mr. Christopher Richard Jackson (DIN: 11694826) 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 24 of Articles of Association of the Company, Mr. Christopher Richard Jackson (DIN: 11694826), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 13th May, 2026 to hold office up to this annual general meeting, 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.

6. To appoint Mr. Dibyalochan Ojha (DIN: 07519909) 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 24 of Articles of Association of the Company, Mr. Dibyalochan Ojha (DIN: 07519909), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 13th May, 2026 to hold office up to this annual general meeting, 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.

7. To appoint Mr. Yutaka Hashimoto (DIN: 11692704) 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 24 of Articles of Association of the Company, Mr. Yutaka Hashimoto (DIN: 11692704), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 7th July, 2026 to hold office up to this annual general meeting, 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.

8. To appoint Mr. Makoto Shirai (DIN: 11706925) 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 24 of Articles of Association of the Company, Mr. Makoto Shirai (DIN: 11706925), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 7th July, 2026 to hold office up to this annual general meeting, 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 Ms. Kaori Iwafuchi (DIN: 11704604) 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 24 of Articles of Association of the Company, Ms. Kaori Iwafuchi (DIN: 11704604), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 7th July, 2026 to hold office up to this annual general meeting, 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.

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

NITIN
CHOPRA

Digitally signed
by NITIN CHOPRA
Date: 2026.09.17
17:59:39 +05'30'

Place: Noida, India
Date: 17th September 2026

Nitin Chopra
Company Secretary
Membership No: A27834

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024 in relation to “Clarification on holding of AGM through VC/ OAVM, collectively referred to as “MCA Circulars”]
2. As the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
3. The Explanatory Statement setting out material facts concerning the business under Item Nos. 4 to 10 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 (“Act”)]
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Act].
5. Corporate Members are requested to e-mail the company a duly certified copy of Power of Attorney/ Letter of Authorization authorizing its representatives who would be attending & voting in the said AGM together in accordance with Section 113 of the Companies Act, 2013.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.
 - a. For shares held in electronic mode: to their Depository Participants
 - b. For shares held in physical mode: to the Company

7. 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 and the same shall also be available for inspection electronically during the AGM.
8. Members are requested to deliver their consent to convene the 20th 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.
9. Instructions with regard to attending the meeting through audio-video conferencing are 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.

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. 4

Mr. Ichiro Kurihara (DIN: 11685822) was appointed as an Additional Director of the Company with effect from 13th May, 2026. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office up to the date of this 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.

Also, The Board at its meeting held on 13th May 2026, had re-designated Mr. Ichiro Kurihara (DIN: 11685822) as the Managing Director of the Company for a period of twenty-three months (23) months w.e.f. 13th May 2026.

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

Age	58
Qualifications	Bachelor of Arts in Economics
Experience	20 plus years
Terms of Appointment	Terms & conditions as mentioned in the agreement/appointment letter/notification from NEC Corporation, Japan and as per the Articles of Association of Company
Date of first appointment on the Board	13 th May 2026
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.
Shareholding in the Company	Nil

The number of Board Meetings attended during the year	Not Applicable – appointed after 31 st March 2026.
Number of Board Meetings attended post appointment	Attended two (2) Board Meetings held on 13 th May 2026 and 7 th July, 2026
Other Directorship, Membership or Chairmanship of committees of Board	Member in CSR Committee, Risk Management & Compliance Committee and Ethics Committee of the Company. No Directorship in any other Company.

Except Mr. Ichiro Kurihara, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Item No. 5

Mr. Christopher Richard Jackson (DIN: 11694826) was appointed as an Additional Director of the Company with effect from 13th May, 2026. In terms of Section 161 of the Companies Act, 2013 (“the Act”) he holds office up to 29th September 2026 (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	59 years
Qualifications	Bachelor of Arts
Experience	More than 30 years
Terms of Appointment	As per the Articles of Association of Company
Date of first appointment on the Board	13 th May, 2026
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

Shareholding in the Company	Nil
The number of Board Meetings attended during the year	Not Applicable – appointed after 31 st March 2026.
Number of Board Meetings attended post appointment	Attended two (2) Board Meetings held on 13 th May 2026 and 7 th July, 2026
Other Directorship, Membership or Chairmanship of committees of Board	No other, Membership or Chairmanship of Committees of Board. Other Directorship: NEC Europe Limited - Director NEC UK Limited - Director NEC Capital (UK) PLC - Director NEC France S.A.S - Director NEC Iberica S.L - Director NEC Portugal - Director NEC Eastern Europe Kft - Director NEC Scandinavia AB - Director NEC Laboratories Europe GMBH - Director NEC Corporation of America- Director NEC Asia Pacific PTE.LTD. - Director

Except Mr. Christopher Richard Jackson, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Item No. 6

Mr. Dibyalochan Ojha (DIN: 07519909) was appointed as an Additional Director of the Company with effect from 13th May, 2026. In terms of Section 161 of the Companies Act, 2013 (“the Act”) he holds office up to 29th September 2026 (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	51 years
Qualifications	125387- Institute of Chartered Accountants of India 5586- American Institute of Certified Public Accountants (North Dakota State Board of Accountancy)
Experience	More than 20 years
Terms of Appointment	As per the Articles of Association of Company
Date of first appointment on the Board	13 th May, 2026
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
Shareholding in the Company	Nil
The number of Board Meetings attended during the year	Not Applicable – appointed after 31 st March 2026.
Number of Board Meetings attended post appointment	Attended two (2) Board Meetings held on 13 th May 2026 and 7 th July, 2026
Other Directorship, Membership or Chairmanship of committees of Board	No other, Membership or Chairmanship of Committees of Board. Other Directorship: NEC Corporation of Malaysia Sdn. Bhd. - Director NEC Corporation (Thailand) Ltd.- Director NEC Philippines, Inc. - Director

Except Mr. Dibyalochan Ojha, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Item No. 7

Mr. Yutaka Hashimoto (DIN: 11692704) was appointed as an Additional Director of the Company with effect from 7th July, 2026. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office up to 29th September 2026 (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	46 Years
Qualifications	Master of Laws, Northwestern Pritzker School of Law
Experience	More than 15 years
Terms of Appointment	As per the Articles of Association of Company
Date of first appointment on the Board	7 th July, 2026
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
Shareholding in the Company	Nil
The number of Board Meetings attended during the year	Not Applicable – appointed after 31 st March 2026.
Number of Board Meetings attended post appointment	Attended one (1) Board Meeting held on 7 th July, 2026
Other Directorship, Membership or	No other, Membership or Chairmanship of Committees of Board.

Chairmanship of committees of Board	
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Except Mr. Yutaka Hashimoto, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Item No. 8

Mr. Makoto Shirai (DIN: 11706925) was appointed as an Additional Director of the Company with effect from 7th July, 2026. In terms of Section 161 of the Companies Act, 2013 (“the Act”) he holds office up to 29th September 2026 (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	59 years
Qualifications	Bachelor of Engineering, Department of Electrical Engineering, Tokyo Metropolitan University
Experience	More than 30 years
Terms of Appointment	As per the Articles of Association of Company
Date of first appointment on the Board	7 th July, 2026
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
Shareholding in the Company	Nil
The number of Board Meetings attended during the year	Not Applicable – appointed after 31 st March 2026.

Number of Board Meetings attended post appointment	Attended one (1) Board Meeting held on 7 th July, 2026
Other Directorship, Membership or Chairmanship of committees of Board	No other, Membership or Chairmanship of Committees of Board. Other Directorship: NEC China

Except Mr. Makoto Shirai, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Item No. 9

Ms. Kaori Iwafuchi (DIN: 11704604) was appointed as an Additional Director of the Company with effect from 7th July, 2026. In terms of Section 161 of the Companies Act, 2013 ("the Act") she holds office up to 29th September 2026 (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	40 years
Qualifications	Bachelor of Laws
Experience	More than 10 years
Terms of Appointment	As per the Articles of Association of Company
Date of first appointment on the Board	7 th July, 2026
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

Shareholding in the Company	Nil
The number of Board Meetings attended during the year	Not Applicable – appointed after 31 st March 2026.
Number of Board Meetings attended post appointment	Attended one (1) Board Meeting held on 7 th July, 2026
Other Directorship, Membership or Chairmanship of committees of Board	No other, Membership or Chairmanship of Committees of Board.

Except Ms. Kaori Iwafuchi, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Place: Noida, India
Date: 17th September 2026

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

NITIN
CHOPRA

Digitally signed
by NITIN
CHOPRA
Date: 2026.09.17
18:00:02 +05'30'

Nitin Chopra
Company Secretary

Membership No: A27834

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 20th Annual General Meeting at a Shorter Notice

Dear Sir(s),

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 20th Annual General Meeting of the Company at a shorter notice on Tuesday, 29th September 2026 at 02.00 p.m. (IST) vide video conferencing, zoom.

(Member)

Annexure-B

Instructions for attending the meeting through Video Conferencing. Zoom:

1. The facility for attending 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 except if all the members have joined the meeting.
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 or Letter of Authority 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 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.: +91-9990695557