

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 14<sup>th</sup> Annual General Meeting (AGM) of the Members of the NEC Corporation India Private Limited (Formerly known as “NEC Technologies India Private Limited” or “the Company”), will be held on Tuesday, 29<sup>th</sup> September, 2020, at 11:30 a.m. at A-31, 1st Floor, Lajpat Nagar Part-II, New Delhi- 110024, India through video-conference, zoom to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To consider and adopt the Financial Statements for the year ended 31<sup>st</sup> March, 2020 together with the Schedules and Notes attached thereto, along with the reports of the Auditors and Directors thereon.**

“RESOLVED THAT the Financial Statements for the year ended 31<sup>st</sup> March, 2020 together with the Schedules and Notes attached thereto, along with the report of the Auditors and Directors thereon be and are hereby adopted.”

- 2. To re-appoint a Director, Mr. Takayuki Inaba (holding DIN: 0752665), 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. Takayuki Inaba (holding DIN: 0752665), 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. Takashi Ohara (holding DIN: 07759215), 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. Takashi Ohara (holding DIN: 07759215), 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. 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.”

**5. To re-appoint a Director, Mr. Atsuo Kubota (holding DIN: 08526229), 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. Atsuo Kubota (holding DIN: 08526229), 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:**

**6. Appointment of Mr. Alok Kumar (holding DIN: 08720494) as 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 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 24A of Articles of Association of the Company, Mr. Alok Kumar (holding DIN: 08720494), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 1st April, 2020, be and is hereby appointed as the Director of the Company liable to retire by rotation.”

**7. Appointment of Mr. Mayank Khandelwal (holding DIN: 06904392) as 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 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 24A of Articles of Association of the Company, Mr. Mayank Khandelwal (holding DIN: 06904392), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 20<sup>th</sup> July, 2020, be and is hereby appointed as the Director of the Company liable to retire by rotation.”

**8. Appointment of Mr. Toshiya Matsuki (holding DIN: 06550871) as 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**

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**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 24A of Articles of Association of the Company, Mr. Toshiya Matsuki (holding DIN: 06550871), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 23<sup>rd</sup> September, 2020, be and is hereby appointed as the Director of the Company liable to retire by rotation.”

**9. Appointment of Ms. Asako Aoyama (holding DIN 08837954) as 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 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 24A of Articles of Association of the Company, Ms. Asako Aoyama (holding DIN 08837954), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 23<sup>rd</sup> September, 2020, be and is hereby appointed as the Director of the Company liable to retire by rotation.”

By order of the Board  
For **NEC Corporation India Private Limited**  
(Formerly known as NEC Technologies India Private Limited)

Place: Delhi

Date: 28<sup>th</sup> September, 2020

Neera Chandak  
Company Secretary  
Membership No: 21596

**NOTES:**

1. Corporate Members are requested to e-mail the company a duly certified copy of the Board Resolution or 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 Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 6 to 9 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 14<sup>th</sup> 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 attached as **Annexure- B** for the convenience of the members attending the meeting.

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

**Item No. 6**

Mr. Alok Kumar joined the Company as the Chief Operating Officer on 1st March 2020. He was appointed as an Additional Director and subsequently Managing Director of the Company for a period of 5 years effective from 1, April 2020. Later, as per NEC' s direction his title has been changed to "President & CEO" for all business purpose. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office upto the date of this Annual General Meeting.

Mr. Alok Kumar has graduated from St'. Stephens College, Delhi University and post graduated in Master of Business Administration from Indian Institute of Management, Ahmedabad. He has more than 25 years of rich experience in business transformation, performance improvement and margin expansion. He has also worked across APAC & EMEA in multiple cultures & roles - delivering in both high growth as well as mature markets.

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The Board recommends the resolution for appointment of Mr. Alok Kumar as a Director of the Company as set out at Item No. 6 of the Notice for your approval as an Ordinary Resolution.

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

#### **Item No. 7**

Mr. Mayank Khandelwal was appointed as a CFO of the Company on 10<sup>th</sup> June 2020. He was further appointed as an Additional Director on 20<sup>th</sup> July 2020 in view of his responsibility to support overall affairs of the organization apart from controlling financial activities. On the same day he was re designated as Whole-time Director of the company in order to fulfill the legal requirements under the Act.

In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office upto the date of this Annual General Meeting.

Mr. Mayank Khandelwal is a Chartered Accountant and has graduated from the esteemed GE Experienced Finance leadership program (EFLP). He has also completed Harvard Executive Education- Driving Corporate Performance & GE Managerial Development Course. He has more than 15 years of rich experience in Corporate Finance with recognized accomplishments in cross-functional leadership. He is also performing his duties as Chief Financial Officer w.e.f. 10<sup>th</sup> June, 2020 in NEC Corporation India Private Limited.

The Board recommends the resolution for appointment of Mr. Mayank Khandelwal as a Director of the Company as set out at Item No. 7 of the Notice for your approval as an Ordinary Resolution.

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

#### **Item No. 8**

Mr. Toshiya Matsuki has been appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> September, 2020. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office upto the date of this Annual General Meeting.

Mr. Toshiya Matsuki has graduated from Keio University in year 1983. Soon after, he joined NEC Corporation in April 1983. During his career, he has successfully taken on several leadership roles since 1983.

The Board recommends the resolution for appointment of Mr. Toshiya Matsuki as a Director of the Company as set out at Item No. 8 of the Notice for your approval as an Ordinary Resolution.

Except Mr. Toshiya Matsuki, none of the Directors or 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**

Ms. Asako Aoyama has been appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> September, 2020. In terms of Section 161 of the Companies Act, 2013 ("the Act") she holds office upto the date of this Annual General Meeting.

Ms. Asako Aoyama is a Japanese CPA and has done MBA from the business school at the Ohio State University. She joined NEC Corporation in January, 2020. She is currently serving as VP and CFO, Global Business Unit of NEC Corporation, responsible for managing the finance teams across Europe, APAC, Latin America, Middle East, Africa, and China.

The Board recommends the resolution for appointment of Ms. Asako Aoyama as a Director of the Company as set out at Item No. 9 of the Notice for your approval as an Ordinary Resolution.

Except Ms. Asako Aoyama, none of the Directors or of the Company or her relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

By order of the Board  
For **NEC Corporation India Private Limited**  
(Formerly known as NEC Technologies India Private Limited)

Place: Delhi  
Date: 28<sup>th</sup> September, 2020

Neera Chandak  
Company Secretary  
Membership No: 21596

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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 14<sup>th</sup> Annual General Meeting at a Shorter Notice**

Dear Sir/Ma'am,

I, \_\_\_\_\_ R/o \_\_\_\_\_, holding \_\_\_\_\_ shares in the Company, hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the 14<sup>th</sup> Annual General Meeting of the Company at a shorter notice on Tuesday, 29<sup>th</sup> September, 2020, at 11:30 a.m. at A-31, 1st Floor, Lajpat Nagar Part-II, New Delhi- 110024, India vide video conferencing, zoom.

\_\_\_\_\_  
**(Member)**

**Annexure-B**

**Instructions for attending the meeting through Video Conferencing:**

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. [neera.chandak@india.nec.com](mailto:neera.chandak@india.nec.com)
6. The members may join the meeting through zoom call, the meeting Id and passcode for which shall 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:** [Neera.chandak@india.nec.com](mailto:Neera.chandak@india.nec.com)

**Ph. No.:** 9810411243