

NEC Technologies India Private Limited

CIN: U72300DL2006FTC151472

Regd. Off: A-31, 1st Floor, Lajpat Nagar Part-II, New Delhi 110024, India

Phone no: 011-46015880 **Website:** <https://in.nec.com>

NOTICE

Shorter Notice is hereby given that the 4th Extraordinary General Meeting (EGM) of the Members of the NEC Technologies India Private Limited ("the Company") will be held on Tuesday, 8th September, 2020, at 11:00 a.m. at A-31, 1st Floor, Lajpat Nagar Part-II, New Delhi- 110024, India through video-conference, zoom to transact the following business:

SPECIAL BUSINESS:

1. Change in the name of the Company and consequent alteration in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (Powers delegated to the Registrar of Companies), the consent of the members be and is hereby accorded for change of name of the Company from "NEC Technologies India Private Limited" to "NEC Corporation India Private Limited".

RESOLVED FURTHER upon issuance of the fresh certificate of incorporation by the Registrar of Companies pursuant to change of name, the old name "NEC Technologies India Private Limited" as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in other documents and places be substituted with the new name "NEC Corporation India Private Limited".

RESOLVED FURTHER THAT the existing share certificates of the Company bearing the old name of the Company shall, after change of name, continue to be valid for all the purposes.

RESOLVED FURTHER THAT Mr. Takayuki Inaba, Executive Chairman & Whole-time Director, Mr. Alok Kumar, President & CEO, Mr. Mayank Khandelwal, Whole-time Director & CFO and Ms. Neera Chandak, Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to do all such acts, deeds, matters

and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

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2. Alteration of Articles of Association consequent to the name change of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by deleting the existing name of the Company wherever appearing and substituting it with new name of the Company i.e. “NEC Corporation India Private Limited”.

RESOLVED FURTHER THAT Mr. Takayuki Inaba, Executive Chairman & Whole-time Director, Mr. Alok Kumar, President & CEO, Mr. Mayank Khandelwal, Whole-time Director & CFO and Ms. Neera Chandak, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to sign, execute and provide documents, as may be necessary and expedient, to do all such act(s) and thing(s) and to comply with all such formalities, as may be necessary and/or desirable in connection with and/or incidental thereto and/or for the purpose of giving effect to the above, including without limitations, file necessary application(s) / form(s) / return(s) document(s), etc. with the Central Government/Registrar of Companies and such other authorities, statutory or otherwise, wherever required and to receive confirmation, orders and/or approvals, including approval letters in person, and furnish clarification/ information on behalf of the company.”

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

Neera Chandak
Company Secretary
M. No.- 21596

Place: New Delhi

Date: 3rd September, 2020

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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 EGM 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. 1 to 2 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 proposed extraordinary 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 extra-ordinary 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 RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

In accordance with the direction of NEC Corporation, the Board has given its approval to change the name of the company from NEC Technologies India Private Limited to NEC Corporation India Private Limited vide Circular Resolution dated 6th March, 2020. The said proposal was made to align the name of Indian subsidiary with the name of its Parent company. It is further considered that this will contribute towards NEC's mission of global expansion and to make India a global delivery hub.

Pursuant to the Board approval, Company has taken Central government approval to use the term "Corporation" in its new name. Also, the company has got the new name reserved with the Registrar of the Companies.

Further, the provisions of Section 13 of the Companies Act, 2013, and the rules thereunder require approval of the members of the Company by way of a Special resolution for change the name of the Company and consequently alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolution as set out in Item No. 1 of the Notice for the approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 2

In view of the name change of the Company from "NEC Technologies India Private Limited" to "NEC Corporation India Private Limited", the Company is required to alter Articles of Association of the Company by deleting its existing name wherever appearing and substituting it with the new name of the Company.

The provision of Section 14 of the Companies Act, 2013, requires the approval of the members of the Company for alteration of Articles of Association of the Company by way of passing special resolution.

Accordingly, the Board recommends the resolution as set out in Item No.2 of the Notice for the approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the resolution.

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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 Technologies India Private Limited
A-31, 1st Floor, Lajpat Nagar Part-II,
New Delhi- 110024, India**

Subject: Consent to Convene 4th Extra Ordinary 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 4th Extra Ordinary General Meeting of the Company at a shorter notice on Tuesday, 8th September, 2020, at 11:00 a.m. at A-31, 1st Floor, Lajpat Nagar Part-II, New Delhi- 110024, India vide video conferencing, zoom.

(Member)

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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 Extraordinary 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
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

Ph. No.: 9810411243