

2<sup>nd</sup> March, 2022

Dear Member,

You are cordially invited to attend the 12<sup>th</sup> Annual General Meeting of Nifco India Private Limited to be held on Friday, April 01, 2022 at 12 PM at Plot No. 122, Sector 8 Industrial Estate, IMT - Manesar Gurgaon -122050, Haryana, India.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

**For and on behalf of**  
**Nifco India Private Limited**  
For Nifco India Pvt. Ltd.



Company Secretary

**Chanchal**  
**Company Secretary**

M. No.: A39447

Address: E-48, Hastal Vihar, Uttam Nagar,  
New Delhi - 110059

Encl:

1. Notice of the 12<sup>th</sup> Annual General Meeting
2. Director Report
3. Financial Statement for the year ended Dec'2021

**NOTICE OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of Nifco India Private Limited will be held on Friday, April 1, 2022 at 12.00 p.m. At Plot No. 122, Sector 8 Industrial Estate, IMT - Manesar Gurgaon - 122050, Haryana, India to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended December 31, 2021 together with the Reports of the Board of Directors and Auditors thereon;

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended December 31, 2021 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

2. To appoint Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s Sanjay Ramesh Chopra & Co., Chartered Accountants (FRN 023951N), as the Statutory Auditors of the Company for the Financial Year 2022 to hold office till the conclusion of its 13<sup>th</sup> Annual General Meeting to be held for the Financial Year ending 31<sup>st</sup> December, 2022 (subject to ratification of their re-appointment at every AGM) and that Board of Directors be and are hereby authorized to fix such remuneration (excluding out of pocket expenses) in consultation with the Auditors for the financial year ending December 31, 2022 and that such remuneration may be paid on such basis as may be agreed upon between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

3. REGULARIZATION of APPOINTMENT OF MR. MITSUNOBU KUBO (DIN-09093798) AS DIRECTOR 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 as per section 161(1) of the Companies Act, 2013 (the “Act”), Mr. Mitsunobu Kubo (DIN-09093798), who was appointed as an Additional Director by the Board of Directors with effect from April 09, 2021 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment & has consented to act as Director of the Company be and is hereby appointed as a Director of the Company.”

**4. REGULARIZATION of APPOINTMENT OF MR. HIROKUNI ISHIGAKI (DIN-09204706) AS DIRECTOR 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** as per section 161(1) of the Companies Act, 2013 (the "Act"), Mr. Hirokuni Ishigaki (DIN-09204706), who was appointed as an Additional Director by the Board of Directors with effect from July 05, 2021 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment & has consented to act as Director of the Company be and is hereby appointed as a Director of the Company."

For and on behalf of

Nifco India Private Limited

Nifco India Pvt. Ltd.



Chanchal

Company Secretary

ACS-39447

R/o – E-48, Hastal Vihar, Uttam Nagar

New Delhi - 110059

Date: March 02, 2022

Place: Manesar

**NOTES:**

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 19/2021 dated December 8, 2021 allowed the companies who AGMs are due in the Year 2021, to conduct their AGMs on or before 30<sup>th</sup> June, 2022 in accordance with the requirements laid down in para 3 and 4 of General Circular No 20/2020 dated May 5, 2020.
2. A member entitled to attend and vote at the Annual general Meeting( hereinafter known "the Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself / herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
5. Members are requested to intimate immediately any change in their address to the company.
6. *Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.*
7. It may please be noted that the Notice of General Meeting has been issued pursuant to the provisions of Section 101(1) of the Companies Act, 2013 and that the consent for "Shorter Notice" is required to be received by the Company from the shareholders holding not less than 95% of the paid up capital of the Company for conducting General Meeting.
8. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting

**EXPLANATORY STATEMENT:**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 & 4 of the accompanying Notice dated February 28, 2022:

**ITEM NO.: 3 REGULARIZATION of APPOINTMENT OF MR. MITSUNOBU KUBO (DIN-09093798) AS DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

Mr. Mitsunobu Kubo was first inducted to the Board at the Board Meeting held on 9<sup>th</sup> April, 2021 and in the same meeting he was appointed as the Additional Director.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Mitsunobu Kubo can hold office only up to the date of the ensuing Annual General Meeting.

The Board is of the opinion that the appointment and presence of Mr. Mitsunobu Kubo on the Board as Director will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members.

A copy of the Board Resolution, consent letter & appointment letter issued to Mr. Mitsunobu Kubo, Additional Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

Your Director recommends this resolution to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel except Mr. Mitsunobu Kubo are concerned or interested in the said resolution.

**ITEM NO.: 4 REGULARIZATION of APPOINTMENT OF MR. HIROKUNI ISHIGAKI (DIN-09204706) AS DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

Mr. Hirokuni Ishigaki (DIN-09204706) was first inducted to the Board at the Board Meeting held on 5<sup>th</sup> July, 2021 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013, Mr. Hirokuni Ishigaki can hold office only up to the date of the ensuing Annual General Meeting.

The Board is of the opinion that the appointment and presence of Mr. Hirokuni Ishigaki on the Board as Director will be desirable, beneficial and in the best interest of the Company. The Board

recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members.

A copy of the Board Resolution, consent letter & appointment letter issued to Mr. Hirokuni Ishigaki, Additional Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

Your Director recommends this resolution to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel except Mr. Hirokuni Ishigaki are concerned or interested in the said resolution.

**For and on behalf of**  
**Nifco India Private Limited**  
**For Nifco India Pvt. Ltd.**

  
**Company Secretary**  
**Chanchal**

**Company Secretary**

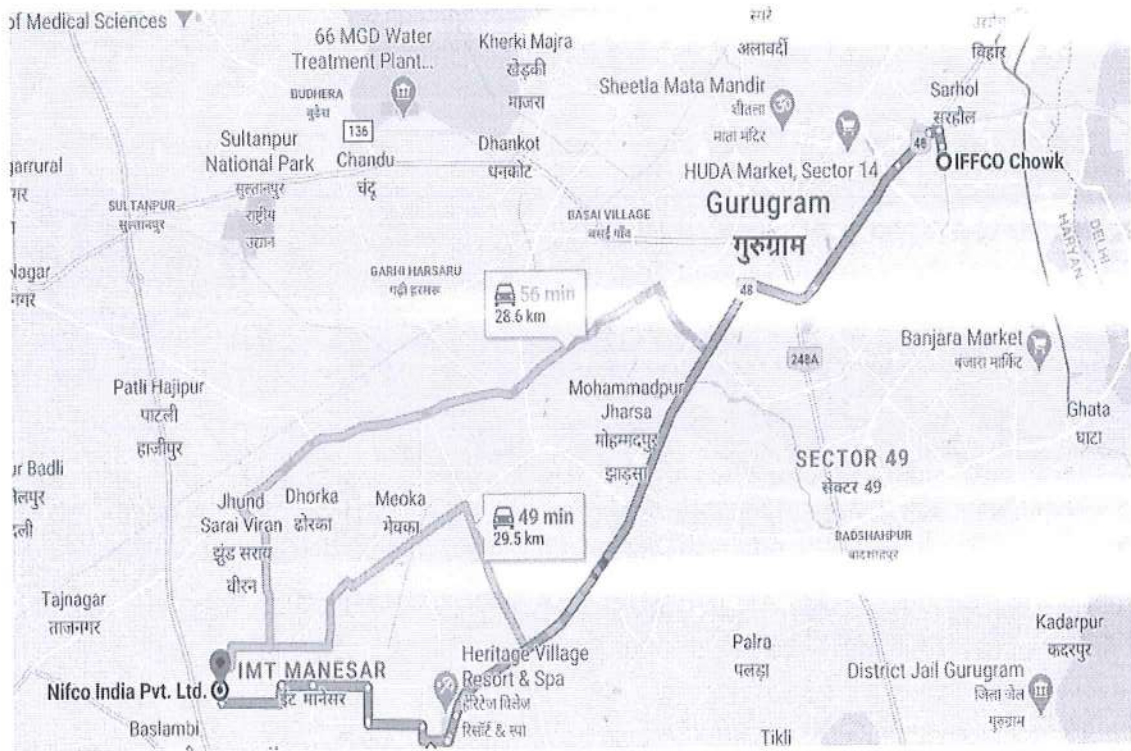
**ACS-39447**

R/o – E-48, Hastal Vihar, Uttam Nagar  
New Delhi - 110059

Date: March 02, 2022

Place: Manesar

# Route MAP



**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]*

**CIN: U25203HR2010FTC040767**

**Name of the company: NIFCO INDIA PRIVATE LIMITED**

**Registered office: PLOT NO. 122, SECTOR 8 INDUSTRIAL ESTATE,  
IMT - MANESAR GURGAON HR 122050 IN**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
  
2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
  
3. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual general meeting/ ~~Extraordinary general meeting~~ of the company, to be held on the 1<sup>st</sup> day of April, 2022 At 12 PM at Manesar (place) and at any adjournment thereof in respect of such resolutions as are indicated below:



Sl. No.	Resolution(s)	For	Against
<b>ORDINARY BUSINESSES:</b>			
1.	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended December 31, 2021 together with the Reports of the Board of Directors and Auditors thereon;		
2.	To ratify the appointment of Statutory Auditors for a term of 4 years		
<b>SPECIAL BUSINESSES:</b>			
3	To regularize the appointment of Mr. Mitsunobu Kubo		
4	To regularize the appointment of Mr. Hirokuni Ishigaki		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDENCE SLIP**

DP Id*	NA
Client ID*	NA

No. of Shares	01
Master Folio No.	03

I, **Dharmender Yadav** on behalf of **Nifco (Thailand) Co. Ltd.** hereby record my presence at the 12<sup>th</sup> Annual General Meeting of the members of Nifco India Private Limited be held on Friday, April 01, 2022 at 12 PM at Plot No. 122, Sector 8 Industrial Estate, IMT - Manesar Gurgaon - 122050, Haryana, India.

Full Name(s) of Member(s): **NIFCO (THAILAND) CO. LTD.**

Full Name(s) of attending member/~~proxy~~: **DHARMENDER YADAV**

\*Applicable for Investors holding shares in electronic form.

Signature of the Members/~~Proxy~~  
(To be done at the Entry Point)

NOTE: Please fill in block letters, except signatures. Please bring your copy of notice in the meeting.

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Members' Particulars

Name: \_\_\_\_\_ Fathers' Name \_\_\_\_\_  
Address: \_\_\_\_\_  
e-mail id: \_\_\_\_\_  
Telephone no: \_\_\_\_\_

Please send the above particulars to the company at the registered office of the Company for updating of our records.

Signature of the Member

**ATTENDENCE SLIP**

DP Id*	NA
Client ID*	NA

No. of Shares	11,299,999
Master Folio No.	01

I, **Udaya Shankar** on behalf of **Nifco, Inc.** hereby record my presence at the 12<sup>th</sup> Annual General Meeting of the members of Nifco India Private Limited be held on Friday, April 01, 2022 at 12 PM at Plot No. 122, Sector-8 Industrial Estate, IMT - Manesar Gurgaon -122050, Haryana, India.

Full Name(s) of Member(s): **NIFCO, INC.**

Full Name(s) of attending member/~~proxy~~: **UDAYA SHANKAR**

\*Applicable for Investors holding shares in electronic form.

Signature of the Members/~~Proxy~~  
(To be done at the Entry Point)

NOTE: Please fill in block letters, except signatures. Please bring your copy of notice in the meeting.

Members' Particulars

Name:

Fathers' Name

Address:

e-mail id:

Telephone no:

Please send the above particulars to the company at the registered office of the Company for updating of our records.

Signature of the Member