

SHORTER NOTICE OF THE 13TH ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the 13th Annual General Meeting (AGM) of the members of Nifco India Private Limited will be held on Saturday, 01 of April 2023 at 01.00 P.M. at the registered office 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, 2022 together with the Reports of the Board of Directors and Auditors thereon;

SPECIAL BUSINESS:

2. **REGULARIZATION OF APPOINTMENT OF MR. MASAHARU SHIBAO (DIN- 09650507) 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 in its 5th Meeting held on June 23, 2022 with effect from June 24, 2022 and who holds office upto the date of this Annual General Meeting (AGM) 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.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

By and Order of the Board of Directors
For Nifco India Private Limited



Sandeep Singh Chauhan

Company Secretary

Date: March 31, 2023

Place: Manesar, Gurgaon

NOTES:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 03/2022 dated May 5, 2022 respectively, for clarification for holding General Meeting via virtual meeting and clarification for passing "**Special Resolution/ Ordinary Resolution**" for covid restrictions to conduct their AGMs on or before 31th December, 2022 in accordance with the requirements laid down in in these circulars.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
3. Generally, a member entitled to attend/ participate and vote at the Annual General Meeting (AGM) (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.
4. 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.
5. 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.
6. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
7. Members are requested to intimate immediately any change in their address to the company.
8. ***Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Authorization Letter as authorizing their representative to attend and vote on their behalf at the meeting.***
9. 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.
10. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act 2013 read with the Companies (Meeting of the Board and its powers) Rules 2014, the Register of Contracts or Arrangements in which the Directors

are interested, maintained under Section 189 of the Companies Act, 2013, are available for inspection by the members during Annual General Meeting (AGM).

11. 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.
12. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting (AGM) is annexed with the notice of Annual General Meeting (AGM).

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. 2 of the accompanying Shorter Notice dated April 01, 2023:

ITEM NO.: 2. REGULARIZATION OF APPOINTMENT OF MR. MASAHARU SHIBAO (DIN- 09650507) AS DIRECTOR OF THE COMPANY

Mr. Masahara Shibao (DIN: 09650507) was first inducted to the Board at the 5th Board Meeting of the year 2022 held on 23rd June, 2022 w.e.f., 24th June, 2022 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Mr. Masahara Shibao can hold office only up to the date of the ensuing Annual General Meeting (AGM).

The Board of Directors in its 2nd Board Meeting of the year 2023 is of the opinion that the appointment and presence of Mr. Masahara Shibao 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. 2 of the accompanying Notice for approval and adoption of the Members.

Mr. Masahara Shiabo has experience in management of many overseas companies including president of many companies in the past.

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

Mr. Masahara Shibao is concerned or interested in the resolution set out at item no. 2. Save and except the above, none of the Directors and Key Managerial Personnel of the Company are concerned or interested in any other way.

**By Order of the Board of Directors
For Nifco India Private Limited**



**Sandeep Singh Chauhan
Company Secretary**

Date: March 31, 2023
Place: Manesar, Gurgaon

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 Haryana- 122050

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 13th Annual general meeting/ ~~Extraordinary general meeting~~ of the company, to be held on the 1st day of April, 2023 At 01 P.M. at Manesar (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	For	Against
ORDINARY BUSINESSES:			
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;		
SPECIAL BUSINESSES:			
2.	Regularization of Appdintment of Mr. Masaharu Shibao (DIN-09650507) as Director of the Company		

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

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.