

Notice for 3rd Annual General Meeting



HONDA POWER PACK ENERGY INDIA PRIVATE LIMITED

NOTICE OF 3RD ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the 3rd Annual General Meeting of Honda Power Pack Energy India Private Limited will be held on Monday, 30th September, 2024 at 3:30 PM (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM'), to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and**

SPECIAL BUSINESS

2. **To appoint Mr. Yusuke Kawabata (DIN: 10728010) as a Non-Executive Director of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to the approval of the Central Government, if required, and such other approvals and sanctions as may be necessary, the approval of the Shareholders be and is hereby accorded for the appointment of Mr. Yusuke Kawabata (DIN: 10728010) as a Non-Executive Director of the Company, for a period of five years effective from October 01, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company.”

By order of the Board
For **Honda Power Pack Energy India Private Limited,**

Date : September 25, 2024
Place : Bengaluru

Regd. Office:
First Floor, Nova Miller, #333,
Thimmaiah Road, Vasanth Nagar,
Bengaluru, Karnataka – 560052

Sd/-
Aayan Sharma
Company Secretary
Membership No. : 66268

NOTES

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, ('the Act') concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. None of the Directors, Key Managerial Persons, or their Relatives have any concern, financial or otherwise, and does not have any conflict of interest in item No. 2 except as expressed under the respective Items in the Explanatory Statement.

3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with subsequent circulars issued from time to time, and General Circular no. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
4. Information regarding variation/revision in the remuneration of Director(s) and the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting, requiring disclosure in terms of the Secretarial Standard 2 are annexed hereto.
5. Shareholders are requested to deliver their consent to convene the proposed AGM at shorter notice (in the form attached as **Annexure- A** to this notice) to the Company prior to the proposed time for the AGM.
6. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with, and accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance slip are not annexed to this Notice.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
9. Shareholders desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM. Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto the date of AGM of the Company.
10. Notice of AGM, and Annual Report are sent to the Members in electronic mode whose email IDs are registered with the Company, unless the Members have requested for the hard copy of the same. Meeting Link and instructions for joining the AGM shall also be shared through email accompanying the Notice and Annual Report.
11. In case of joint holders attending the Meeting, only one of such joint holders who is higher in the order of names will be entitled to vote.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Statement of the particulars pertaining to Items Nos. 2, pursuant to the Companies Act, 2013, and Secretarial Standard on the General Meetings forms part of the Annual General Meeting Notice.

ITEM NO. 2

The Board of Directors taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company and Mr. Yusuke Kawabata’s qualifications and rich experience in automobiles, motorcycles and battery business appointed Mr. Yusuke Kawabata as Non-Executive Director of the Company for a period of five years effective October 01, 2024, subject to the approval of Members.

The Company has received a notice in writing by a Member proposing his candidature under Section 160(1) of the Act and consent in writing from Mr. Kawabata to act as Director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 alongwith a declaration that he is not disqualified from being appointed as Director in terms of the

provision of Section 164 of the Companies Act, 2013 and that he is not debarred from holding the office of a Director by virtue of any authority.

Requisite information/disclosure including brief profile/experience etc. about Mr. Kawabata as required under Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Institute of Company Secretaries of India, are available in the Annexure to the Notice.

All relevant documents and papers relating to Item No. 2 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request an inspection of such documents by sending an email to legal@honda-eswap.co.in.

Except Mr. Yusuke Kawabata, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and does not have any conflict of interest in the Resolution.

The Board recommend the Resolution as an Ordinary Resolution for your approval.

By order of the Board
For **Honda Power Pack Energy India Private Limited,**

Sd/-
Aayan Sharma
Company Secretary
Membership No. : 66268

Information regarding appointment and fixation of remuneration of Directors at the forthcoming Annual General Meeting pursuant to provisions of Companies Act, 2013 and Standard 1.2.5 of Secretarial Standard 2, as on the date of Notice.

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| Name of the Director | Mr. Yusuke Kawabata |
| DIN | 10728010 |
| Age/Years | 52 |
| Date of appointment / re-appointment | 01.10.2024 |
| Expertise in specific functional Areas/brief resume | Mr. Kawabata has expertise in strategy planning, sales and marketing, sales network building, export business, business planning, product planning mainly in the field of automobiles, motorcycles and battery business. |
| Qualifications | - Master in Business Administration |
| Name of other Indian companies in which Directorship held | NIL |
| Chairman/ Member of Board Committees in Indian Companies | NIL |
| Shareholding in the Company | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | No relationship |
| The number of Meetings of the Board attended during the year | NIL |
| Remuneration to be paid | N / A |
| Remuneration last drawn | N / A |
| Relationship | There are no inter-se relationship between the Directors and other Board Members. |

ANNEXURE – A

Shorter Notice Consent

Pursuant to Section 101(1) Companies Act, 2013 read with Secretarial Standard 2

Date:

To,
The Board of Directors
Honda Power Pack Energy India Private Limited
First Floor, Nova Miller, #333,
Thimmaiah Road, Vasanth Nagar,
Bengaluru, Karnataka – 560052

Subject: Consent to Convene 3rd Annual General Meeting at a Shorter Notice

Dear Sir,

I, _____ R/o _____, holding/representing _____ shares in the Company, hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the 3rd Annual General Meeting of the Company at a shorter notice on Monday, 16th September, 2024, at 10:15 a.m. through VC/OAVM.

[Name of shareholder/representative]

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Honda Power Pack Energy India Private Limited

CIN: U31909KA2021FTC154953

Registered/Head Office:

1st Floor, Nova Miller, #333, Thimmaiah Road,
Vasanth Nagar, Bengaluru, Karnataka, India 560052.

Tel.: +91-080-4991 5296

E-mail: legal@honda-eswap.co.in

Website: www.honda-mpp.com/in