

Honda Power Pack Energy India Private Limited

Regd. Office: 503, 5th floor, HM Geneva House, 14, Cunningham Road,
Vasant Nagar, Bengaluru, Karnataka – 560052

CIN: U31909KA2021FTC154953, **E-mail:** legal@honda-eswap.co.in, **Website:** www.honda-mpp.com/in

Notice of postponed Extra-Ordinary General Meeting

Members are hereby informed that, due to unforeseen and unavoidable circumstances, the First Extra-Ordinary General Meeting of the Company, which was scheduled on June 25, 2024 (Tuesday) at 10:30 A.M. IST, will now be held on **July 01, 2024 (Monday), at 10:00 A.M. (IST)**, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to consider the business mentioned in the Notice dated May 31, 2024 which had been sent to Members in connection with the Meeting originally scheduled to have been held on June 25, 2024.

Since this postponed EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the postponed EGM.

Members are requested to take note of the change of date and time of the EGM and attend the EGM to cast your vote.

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

Place : Bengaluru
Date : June 14, 2024

Sd/-
Aayan Sharma
Company Secretary
Membership No. : A66268

Regd. Office:
503, 5th Floor, HM Geneva House, 14,
Cunningham Road, Vasant Nagar,
Bengaluru, Karnataka – 560052

****End of Notice****

Honda Power Pack Energy India Private Limited

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CIN: U31909KA2021FTC154953, E-mail: legal@honda-eswap.co.in, Website: www.honda-mpp.com/in

NOTICE

Notice is hereby given that the First Extra-ordinary General Meeting (“EGM”) of the Members of the Company will be held on June 25, 2024 (Tuesday) at 10:30 A.M. IST, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS

1. Approval for increase in Authorised Share Capital of the Company and alteration of capital clause of Memorandum of Association 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 pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the approval of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing INR 3,100,000,000 (Rupees Three Billion and One Hundred Million Only) divided into 3,100,000 (Three Million and One Hundred Thousand) equity shares of INR 1,000 (Rupees One Thousand Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, approval of the Members of the Company be and is hereby accorded, for alteration of **Clause V** of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The authorised share capital of the company is INR 3,600,000,000 (Rupees Three Billion and Six Hundred Million Only) divided into 3,600,000 (Three Million and Six Hundred Thousand Only) equity shares of INR 1,000 (Rupees One Thousand Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to make necessary applications, file necessary e-forms and do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

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

Place : Bengaluru
Date : May 31, 2024

Sd/-
Aayan Sharma
Company Secretary
Membership No. : A66268

Regd. Office:
503, 5th Floor, HM Geneva House, 14,
Cunningham Road, Vasant Nagar,
Bengaluru, Karnataka – 560052

NOTES

1. 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. 1.

2. 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. The Board has decided to convene the EGM to consider the above Special Business as it is unavoidable in nature.
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 circulars dated April 08, 2020 and April 13, 2020, May 5, 2020, September 28, 2020, December 31, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EGM") 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 EGM of the Company is being held through VC/OAVM.
4. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/ OAVM on its behalf and to vote through show of hands. The said Resolution/Authorization shall be sent to the Company Secretary by email through its registered email address to legal@honda-eswap.co.in.
6. Members may note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website www.honda-mpp.com/in.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. Documents referred to in the accompanying Notice are open for inspection on the website and 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 EGM of the Company.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

The statement of the particulars pertaining to Item no. 1 below, pursuant to the Companies Act, 2013 and Secretarial Standard on the General Meetings forms part of Extra-ordinary General Meeting Notice.

ITEM NO. 1

In order to broaden the base of the Capital Structure to meet the funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from INR 3,100,000,000 (Rupees Three Billion and One Hundred Million Only) divided into 3,100,000 (Three Million and One Hundred Thousand) equity shares of INR 1,000 (Rupees One Thousand Only) each to INR 4,000,000,000 (Rupees Four Billion Only) divided into 4,000,000 (Four Million Only) equity shares of INR 1,000 (Rupees One Thousand Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. Pursuant to the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the Members is required to increase the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

The Board recommends the resolution for your approval.

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. 1.

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

**Sd/-
Aayan Sharma
Company Secretary**

****End of Notice****