

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

Notice is hereby given that the Extra-ordinary General Meeting (“EGM”) of the Members of the Company will be held on January 17, 2024 (Wednesday) at 12:00 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS

1. Approval for alteration in the 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 the Companies (Incorporation) Rules, 2014 and other applicable rules, if any, including any statutory modification(s) or amendment(s) thereto for the time being in force and subject to the approval of Registrar of Companies and such other approvals as may be required, the consent of shareholders of the Company be and is hereby accorded to amend the Memorandum of Association of the Company by inserting the following Clause in the objects specified in the Memorandum of the Company:

Insertion of Clause 5

“**To buy, sell, distribute, import, export, alter, lease, hire, exchange, repair, service and otherwise deal in vehicles of every kind and description, component parts thereof, spare parts, accessories, tools, implements, materials therefor.**”

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 : December 19, 2023

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

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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

With a view to pursue the objective as mentioned in the above resolution and activities ancillary thereto, Company proposes to amend and incorporate the required clause in the objects of the Memorandum of Association of the Company.

To increase the reach of the customers for quick adoption of battery swapping electric vehicles that are compatible with Honda Mobile Power Pack e:, and to promote the primary business of the Company i.e. battery as a service, it is proposed to incorporate the relevant clause in the objects of the Memorandum of Association of the Company.

The company being a responsible global corporate citizen, keeping in perspective the future direction of economies across India regarding battery swapping business, after deliberations has decided to explore the possibility of going into aforementioned direction, whenever such an opportunity evolves.

The Board recommends the resolution for your approval.

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

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