

Notice for 2nd Annual General Meeting



Honda Power Pack Energy India Private Limited

NOTICE OF 2ND ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd Annual General Meeting of Honda Power Pack Energy India Private Limited will be held on Thursday, 28th September, 2023 at 10:00 AM (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, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and**

SPECIAL BUSINESS

- 2. To approve Appointment and Remuneration of Mr. Takuya Taniguchi (DIN: 10272161) as a Managing Director 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 Sections 196, 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, read with Schedule V of Companies Act, 2013 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. Takuya Taniguchi (DIN 10272161) as a Managing Director, to be designated as President and Chairman & Managing Director (“CMD”) of the Company and for payment of remuneration, for a period of five years effective from October 01, 2023, on the following terms and conditions:

<u>Salary</u>	
Basic	Rs. 75,000/- (Rupees Seventy-Five Thousand only) per month
Salary reimbursement to Japan	Not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh only) per month to be reimbursed on actual basis.
<u>Perquisites</u>	
Housing and Hard Furnishing	As per Company Rules.
Special Allowance	Not exceeding Rs. 12,50,000 (Rupees Twelve Lakh fifty thousand only) per month.
Medical reimbursement	Actual medical expenses to be borne by the Company
Health Inspection/ Medical Check Up	Cost of Air Tickets for travel to Japan for health inspection/ medical checkup twice a year for self and family.
Membership fee for Japanese Association	Rs. 1000/- (Rupees One Thousand only) per month.
Club Fee	Admission fee, monthly and annual charges, for one Club.
Personal Accident Insurance/ Insurance of Household Goods/ Medical Insurance	As per Company Rules

Reimbursement of Expenses Incurred on Joining Duty and Returning to home country after completion of tenure (including family Members)	
Car (including driver, maintenance, fuel & other expenses)	
Reimbursement of expenses (including fee) incurred on children studying in India	At actuals
Leave	<p>24 days per year of service (i.e 365 days from date of arrival) Leave accumulation and encashment shall be as per Company Policy.</p> <p style="text-align: center;">Plus</p> <p>In case of death or imminent danger of death of member of immediate i.e. mother, father, wife and children left behind in Japan, special home leave will be granted for reasonable sufficient period. Round trip air ticket shall be provided by the company.</p>
Miscellaneous Expenses	At actuals, to cover Import duty and charges for Japanese food, electricity, water, fuel, telephone, VISA and FRRO fee, maintenance for generator at home, security guard, pest control, all repair and maintenance expenses at House such as electric goods, furniture etc.
Gratuity	As per Act

RESOLVED FURTHER THAT the remuneration as aforesaid, shall be paid as minimum remuneration for any year in the event of absence or inadequacy of profits for such year.

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 : August 24, 2023
Place : Bengaluru

Regd. Office:
503, 5th Floor, HM Geneva House, 14,
Cunningham Road, Vasant 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 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 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. 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.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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. Taniguchi's qualifications and rich experience in Power Products and Automobile Operations appointed Mr. Takuya Taniguchi as Managing Director, to be designated as President & CMD of the Company for

a period of five years effective October 01, 2023, on the terms and conditions, and remuneration as set out in the Resolution, subject to the approval of Members.

Further, pursuant to the Resolution passed by the Board of Directors, remuneration to be paid to Mr. Takuya Taniguchi with effect from October 01, 2023 was approved by the Board on August 24, 2023, which shall be the maximum remuneration payable to Mr. Taniguchi in the event of inadequacy or absence of profits.

The Company has received a consent in writing from Mr. Taniguchi to act as Director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and 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 the Mr. Taniguchi 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 inspection of such documents by sending an email to legal@honda-eswap.co.in.

Except for Mr. Takuya Taniguchi 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 a Special 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.

Name of the Director	Mr. Takuya Taniguchi
DIN	10272161
Age/Years	42
Date of appointment / re-appointment	01.10.2023
Expertise in specific functional Areas/brief resume	Mr. Taniguchi has expertise in sales and marketing, sales network building, export business, business planning, IT management and product planning. Besides Power Pack operations management, he has extensive experience in Power Products operations.
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	Details of remuneration provided in the Resolution
Remuneration last drawn	#NIL
Relationship	There are no inter-se relationship between the Directors and other Board Members.

** Mr. Taniguchi has not attended any previous meetings of the Board as a Director, however during the year 2022-23 he has attended three Board Meetings as an invitee.*

Mr. Taniguchi has not drawn any remuneration as a Director during the year 2022-23.



Honda Power Pack Energy India Private Limited

CIN: U31909KA2021FTC154953



Registered/Head Office:

503, 5th Floor, HM Geneva House, 14, Cunningham Road, Bengaluru,
Karnataka, India – 560052.



Tel.: +91-080-4991 5296



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



Website: www.honda-mpp.com/in