

**BY HAND/E-MAIL**

**NOTICE**

SHORTER NOTICE is hereby given that the 17<sup>th</sup> (**Seventeenth**) **Annual General Meeting** of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** will be held on Saturday, the 30<sup>th</sup> day of September, 2023, at 9:00 A.M. at the Registered Office of the Company, situated at N-31, Additional Patalganga, MIDC Industrial Area, Taluka - Panvel, Khalapur, Raigarh - 410 220 (Maharashtra) to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2023 including Auditor's and Director's Report thereon.
2. To appoint the Statutory Auditors of the Company and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

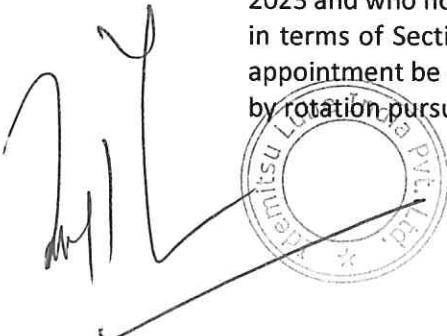
**"RESOLVED THAT** pursuant to the provision of the Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/ E300003) be and are hereby appointed as the statutory auditors of the Company for the period of five years i.e., from the Financial Year 2023-24 to the Financial Year 2027-28 and shall hold office from the conclusion of this 17<sup>th</sup> Annual General Meeting till the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company and at such remuneration for each of the Financial Year(s) as may be mutually decided by any one of the Directors of the Company in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Asish Rohatgi, Head & Company Secretary of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things which are necessary, essential, expedient incidental and/or consequential to give effect to the above resolution."

**SPECIAL BUSINESS**

3. To appoint Mr. Toshiya Namigishi as a Director of the Company by passing the following resolution as an **ORDINARY RESOLUTION** with or without modification(s):-

**"RESOLVED THAT** Mr. Toshiya Namigishi (DIN: 10121282) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> May, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("the Act") and who is eligible for appointment be and is hereby appointed as a Director of the Company not liable to retire by rotation pursuant to the provisions of Section 152 of the Act."

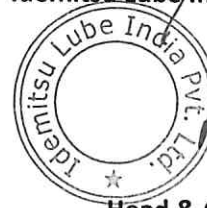


4. To ratify the remuneration of M/s. Y. R. Doshi & Associates, Cost Accountants (Firms Registration No. 000286) as the Cost Auditors of the Company for the Financial Year ending 31<sup>st</sup> March, 2024, by passing the following resolution as an **ORDINARY RESOLUTION** with or without modification(s):-

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 and all other applicable rules, regulations, guidelines (including any statutory modification(s) or re-enactment thereof), the remuneration of INR 1,90,000/- plus GST with actual traveling cost and Out of Pocket Expenses payable to M/s Y. R. Doshi & Associates, Cost Accountants (Firms Registration No. 000286), who were re-appointed by the Board of Directors as the Cost Auditors for conducting the cost audit of the Cost Records of the Company for the Financial Year 2023-24 be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Asish Rohatgi, Head & Company Secretary of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things which are necessary, essential, expedient incidental and/or consequential to give effect to the above resolution.”

By Order of the Board  
Idemitsu Lube India Private Limited



(Asish Rohatgi)

Head & Company Secretary

Membership No. ACS 11382

Address: M-13/27 2<sup>nd</sup> Floor,

DLF Phase II, Gurgaon – 122 002 (Haryana)

Place: Patalganga, Raigarh

Date: 29.09.2023

**NOTES:**

1. As the present Meeting is held at a shorter notice, therefore the provisions relating to proxy is not applicable. Further, the Members have already waived their right to appoint a Proxy. Hence the note in relation to proxy is not being produced herein.
2. Members should fill the Attendance slip/ register for attending the Meeting.
3. M/s Deloitte Haskins & Sells Chartered Accountants LLP, having Firm Registration No. 117364W were appointed as the Statutory Auditors at the 13<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019 for a period of four years i.e., from the Financial Year 2019-20 up to the Financial Year 2022-23. Accordingly, their term of Office is till the conclusion this 17<sup>th</sup> Annual General Meeting. The members of the Company may take note of same.
4. Corporate Member intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 3 & 4 is annexed herewith.
6. Following will be available for inspection at the venue of the Meeting till the conclusion of Meeting at the Registered office of the Company:
  - ❖ The Statutory Registers of the Company:
    - Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013;
    - Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013;
  - ❖ The consent and eligibility Letter of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/ E300003) for the appointment as Statutory Auditors of the Company;
7. The Registered Office, i.e., the venue of the Meeting is located **Near Rasayani Police Station.**
8. The route map to the venue of the Meeting is annexed with the Notice and forms an integral part of the Notice.

By Order of the Board  
**Idemitsu Lube India Private Limited**



(Asish Rohatgi)

**Head & Company Secretary**

★ **Membership No. ACS 11382**

**Address: M 13/27 2<sup>nd</sup> Floor,**

**DLF Phase II, Gurgaon - 122 002 (Haryana)**

**Place: Patalganga, Raigarh**

**Date: 29.09.2023**

**Statement**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No.3**

Mr. Toshiya Namigishi (DIN: 10121282) was appointed as an Additional Director of the Company by the Board of Directors with effect from 25<sup>th</sup> May, 2023 in terms of Section 161 of the Companies Act, 2013 and who holds office as an Additional Director up to the date of the forthcoming Annual General Meeting.

Mr. Toshiya Namigishi was associated with Idemitsu Kosan Co. Ltd., Tokyo from April, 1993 to August, 2021 and now been assigned to look after Indian Operations.

It is now proposed to appoint Mr. Toshiya Namigishi as a regular Director of the Company not liable to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting.

None of the Directors or any other key managerial personnel or their relatives except Mr. Toshiya Namigishi up to the extent of his appointment and office as Director, has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at Item No.3 of the accompanying Notice. The Company has no Manager.

Idemitsu Kosan Co. Ltd is one of the promoter as well as Holding Company and is holding 99.99% of the total paid up Equity Share Capital of the Company.

None of the Directors of the Company are either individually or collectively holding more than 2% of the total paid up capital of either the Company or its Holding Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the promoters, directors or manager and all other key managerial personnel in any other Company is not applicable, except the fact that the present resolution as stated at Item No.3 pertains to the appointment of Mr. Toshiya Namigishi as the Director of the Company.

The Board recommends the Ordinary Resolution as stated at Item No.3 for approval of Members.



The block contains a handwritten signature in black ink, which appears to be 'MIL'. Below the signature is a circular stamp of Idemitsu Lube India Pvt. Ltd. The stamp contains the text 'Idemitsu Lube India Pvt. Ltd.' around the perimeter and a star symbol at the bottom. A long horizontal line is drawn across the bottom of the stamp and signature area.

#### **Item No.4**

M/s. Y. R. Doshi & Associates, Cost Accountants (Firm Registration No. 000286) were appointed as Cost Auditors of the Company by the Board at its Meeting held on 29<sup>th</sup> day of September, 2023 for the Financial Year ended 31<sup>st</sup> March, 2024 to conduct the Cost Audit of the Cost Records of the Company.

In terms of the provisions of Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Cost Auditors requires determination and confirmation by the Members of the Company.

None of the Directors or any other key managerial personnel or their relatives has got any concern or interest whether Financial or otherwise, if any, in respect of Ordinary Resolution proposed at Item No. 4. The Company has no Manager.

Idemitsu Kosan Co. Ltd is one of the Promoter as well as Holding Company and is holding 99.99% of the total Equity Paid up Capital of the Company.

None of the Directors of the Company are either individually or collectively holding any Equity Shares of the Company and further are not holding more than 2% of the total paid up capital of Holding Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors and no other information and facts is required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the Promoters, Directors in any other Company is not applicable in the present matter as the proposed Ordinary Resolution relates to the Company itself.

Accordingly, the Ordinary Resolution as stated at Item No.4 is proposed for the approval of the Members whereby the remuneration payable to M/s Y. R. Doshi & Associates, Cost Accountants for the Financial Year 2023-24 is sought to be ratified and confirmed.

**By Order of the Board  
Idemitsu Lube India Private Limited**

**(Asish Rohatgi)**

**Head & Company Secretary**

**Membership No. ACS 11382**

**Address: M 13/27 2<sup>nd</sup> Floor,**

**DLF Phase II, Gurgaon - 122 002 (Haryana)**

**Place: Patalganga, Raigarh**

**Date: 29.09.2023**



## ROUTE MAP

**FOR THE 17<sup>th</sup> (SEVENTEENTH) ANNUAL GENERAL MEETING OF THE IDEMITSU LUBE INDIA PRIVATE LIMITED TO BE HELD AT SHORTER NOTICE ON SATURDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER 2023, AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT N-31, ADDITIONAL PATALGANGA, MIDC INDUSTRIAL AREA, TALUKA PANVEL, KHALAPUR, RAIGARH - 410 220 (MAHARASHTRA) AT 09:00 A.M. (IST)**



**Landmark: Near Rasayani Police Station**

**Venue of the AGM: N-31, Additional Patalganga, MIDC Industrial Area, Taluka Panvel, Khalapur, Raigarh - 410 220 (Maharashtra)**





**Idemitsu Lube India Private Limited**  
Registered Office & Factory: N-31, Additional Patalganga, MIDC Industrial Area,  
Taluka - Panvel, Khalapur, Raigarh - 410220, Maharashtra, India  
Tel: +91-2192-671300  
E-mail: [consumercareindia@idemitsu.com](mailto:consumercareindia@idemitsu.com)  
Website: <https://lindia.idemitsu.com>  
CIN: U11103MH2006PTC363585

**IDEMITSU LUBE INDIA PRIVATE LIMITED  
ATTENDANCE SLIP**

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.		No. of Shares	
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Name of the Member/ Authorized Representative	
Address of the Member/ Authorized Representative	

I hereby record my presence at the 17<sup>th</sup> (Seventeenth) Annual General Meeting of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** held on Saturday, the September 30, 2023, at the Registered Office of the Company situated at N-31, Additional Patalganga, MIDC Industrial Area, Taluka Panvel, Khalapur, Raigarh - 410 220 (Maharashtra) at 9:00 A.M (IST)

Please (v) in the box

MEMBER

Signature of the Member/ Authorized Representative

