

BY HAND/E-MAIL

NOTICE

NOTICE is hereby given that the **Thirteenth Annual General Meeting** of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** will be held on Monday, the 30th day of September, 2019, at 2:00 P.M. at the Registered Office of the Company, situated at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi - 110 019 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2019 including Auditor's and Director's report thereon.
2. To consider and approve the re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 117364W as the Statutory Auditors of the Company for a period of Four Financial Year i.e. from the Financial Year 2019-20 upto the Financial Year 2022-23 by passing the following resolution as an ORDINARY RESOLUTION with or without modification(s):

"RESOLVED THAT pursuant to the provision of Section 139 read with Section 141 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 117364W be and are hereby re-appointed as the Statutory Auditors of the Company for a period of four years i.e., from the Financial Year 2019-20 up to the Financial Year 2022-23 and shall hold office till the conclusion of the 17th (Seventeenth) Annual General Meeting for the Financial Year 2022-23, at such remuneration for each of the Financial Year(s) as may be decided by any one of the Directors of the Company in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Hiroshi Kono (DIN: 08404235) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd April, 2019 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 31st March, 2020, 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 Rs.2,25,000/- 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 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 2019-20 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

Place: New Delhi

Date: 17.09.2019

Address: M 13/27 2nd Floor, DLF Phase II, Gurgaon -122 002 (Haryana)

NOTES:

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN FORM NO. MGT - 11 AS ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 1.2. A Member holding more than 10% of the total Share Capital of the Company carrying Voting Rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Shareholder.
- 1.3. The Members shall have the right to inspect proxies as lodged with the Company in accordance with the provisions of Section 105(8) of Companies Act, 2013 for the ensuing Annual Ordinary General Meeting and the provisions of Section 105(8) are reproduced herein below:

“(8) Every member entitled to vote at a Meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days’ notice in writing of the intention so to inspect is given to the Company.”

2. Members should fill the Attendance slip/register for attending the Meeting.
3. Corporate Members 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.
4. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos. 3 and 4 is annexed herewith.
5. The Registered Office of the Company is located opposite to Nehru Place Metro Station (an important landmark near the Registered Office of the Company).
6. 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



Place: New Delhi
Date: 17.09.2019

Address: M 13/27 2nd Floor, DLF Phase II, Gurgaon – 122 002 (Haryana)

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

Item No.3

Mr. Hiroshi Kono (DIN 08404235) was appointed as an Additional Director of the Company by the Board of Directors with effect from 3rd April, 2019 at its Meeting held on 1st April, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office as Additional Director up to the date of the forthcoming Annual General Meeting.

At the said Board Meeting he was also appointed as the Deputy Managing Director of the Company with effect from 3rd April, 2019 for a period of three years pursuant to the provisions of Section 2(54) and 196 of the Companies Act, 2013.

Mr. Hiroshi Kono has more than 20 years of experience in the field of Intellectual Property Rights (IPR) and has worked with reputed organizations like Honda Motors Co. Ltd and Honda R&D Co. Ltd.

He is graduated from The Ohio State University, Master of Science.

He is associated with Idemitsu Kosan Co Ltd since January, 2011 and was responsible to look after the Intellectual Property Department.

He has been assigned to look after the Indian operations and immediate before that he was responsible for the operations of Global Business Section, Lubricants Department 2 of Idemitsu Kosan Co Ltd, Tokyo.

It is now proposed to appoint Mr. Hiroshi Kono 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. Hiroshi Kono 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.

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 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. Hiroshi Kono as the Director of the Company.

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



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 5th day of September, 2019 which was adjourned, reconvened and concluded on 9th September, 2019, for the Financial Year ending 31st March, 2020 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.

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 2019-20 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



Place: New Delhi

Date: 17.09.2019

Address: M 13/27 2nd Floor, DLF Phase II, Gurgaon – 122 002 (Haryana)



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	
Address of the Member	

I hereby record my presence at the Thirteenth Annual General Meeting of the Company held on Monday, the 30th day of September, 2019, at the Registered Office of the Company, situated at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110 019, at 2:00 P.M.

Please (v) in the box

MEMBER PROXY

Signature of the Member/ Proxy

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U11103DL2006PTC154131
Name of the Company: IDEMITSU LUBE INDIA PRIVATE LIMITED
Registered office: 603, 6th Floor, Eros Corporate Tower, Nehru Place,
New Delhi-110019

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/We, being the member (s) of _____ Equity shares of the above named Company, hereby appoint-

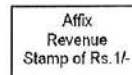
1. Name:
Address:
E-mail Id:
Signature: or failing him
2. Name:
Address:
E-mail Id:
Signature: or failing him
3. Name:
Address:
E-mail Id:
Signature: or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 2:00 P.M., at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2019 including Auditors' and Directors' report thereon;
2. To consider and approve the re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 117364W as the Statutory Auditors of the Company for a period of Four Financial Year i.e. from the Financial Year 2019-20 upto the Financial Year 2022-23.
3. To appoint Mr. Hiroshi Kono (DIN: 08404235) as a Director of the Company;
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 2019-20.

Signed this..... day of..... 2019
Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP FOR THE VENUE OF THE THIRTEENTH ANNUAL GENERAL MEETING OF IDEMITSU LUBE INDIA PRIVATE LIMITED TO BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2019 AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT 603, 6TH FLOOR, EROS CORPORATE TOWER, NEHRU PLACE, NEW DELHI - 110 019

