

BY HAND/E-MAIL**Notice of Extra-Ordinary General Meeting**

Notice is hereby given that the 5th Extra-Ordinary General Meeting (“EGM”) of the members of **Idemitsu Lube India Private Limited** and 1st for the financial year 2020-21 will be held at shorter notice on Tuesday, the 5th day of January, 2021, at 1:30 P.M. at the Registered Office of the Company, situated at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi - 110 019 through Audio Visual Means (“AVM”) via Microsoft Team Meeting Platform to transact the following business:

Special Business:-

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

Shifting of Registered Office of the Company from NCT of Delhi to State of Maharashtra

“RESOLVED THAT pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval and confirmation by the Central Government/ Hon’ble Regional Director, Northern Region (NR), the consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT subject to the above as well as all other requisite approvals/ confirmations, the existing Clause II of the Memorandum of Association of the Company be substituted by the following clause:

“II. The Registered Office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT any one of Mr. Kohei Ueda, Managing Director (DIN: 08099146), Mr. Yoshitaka Shiraga, Deputy Managing Director (DIN:08154132), Mr. Hiroshi Kono, Deputy Managing Director (DIN: 08404235), and Mr. Asish Rohatgi, Head & Company Secretary (ACS-11382) (hereinafter referred to as “Authorized Persons”) of the Company, be and are hereby authorized severally to verify, sign (physically/ digitally), affirm and present the necessary petitions, applications, affidavits, confirmation(s), reports, letters, forms, authority letters, deeds, documents, papers and other statements forming part of the petition/ application on behalf of the Company before the office of the Central Government/ Regional Director (NR) / Registrar of Companies / other authorities (in physically/electronic mode) for confirmation of the alteration of Clause II of the Memorandum of Association of the Company, and for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT any one of the Authorized Persons of the Company be and are hereby severally authorized to approve the draft of all notices, advertisements, letters as may be required to be issued for the aforesaid purpose and get the same published, if and when

required and are further authorized severally to prepare, sign, execute and deliver any document(s), agreement(s), undertaking(s) or paper(s).

RESOLVED FURTHER THAT the Partners and Associates at Vinod Kothari & Company, Practicing Company Secretaries, inter alia Ms. Vinita Nair {FCS 10559; C.P. No. 11902}, Senior Partner, Ms. Nitu Poddar {ACS 37398; C.P. No. 15113}, Senior Associate, Mr. Bunny Sehgal {ACS 39598; C.P. No. 15161}, Associate, and Ms. Shaifali Sharma, {ACS 60593}, Assistant Manager, operating from Kolkata, Delhi and Mumbai be and are hereby authorized severally to represent the Company and appear on its behalf before the Central Government/ Regional Director (NR) / Chief Secretary/ Lt. Governor NCT of Delhi; Registrar of Companies, NCT of Delhi & Haryana and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the Central Government/ Regional Director (NR) and do all such acts, deeds and things as may be necessary to give effect to the above resolution including but not limit to signing, certification and filing of the e-Forms with the Registrar of Companies, NCT of Delhi & Haryana.

RESOLVED FURTHER THAT any one of the Authorized Persons of the Company be and are hereby severally authorized to issue certified copies of the documents as may be required to be submitted/ furnished to the regulatory authorities and other persons, to give effect to this resolution and are further authorized severally to file the order of Hon'ble Regional Director (Northern Region), if any, so issued for according approval to the proposed shifting of Registered Office from NCT of Delhi to the State of Maharashtra, before the office of Registrar of Companies, NCT of Delhi and are further authorized severally to do all such acts, deeds, matters and things that may be necessary, incidental, consequential and/or expedient to effectively shift the Registered Office of the Company from NCT of Delhi to the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai in this regard.”

**For and on behalf of Board of directors of
Idemitsu Lube India Private Limited**

(Asish Rohatgi)

Head & Company Secretary

Membership No. ACS 11382

Address: M 13/27 2nd Floor,

DLF Phase II, Gurgaon – 122 002,

Haryana

Date: 30th December, 2020

Place: New Delhi

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and other applicable circulars (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-ordinary General Meeting (“EGM”) through Video Conferencing (VC)/ Other Audio Visual Means (AVM), without the physical presence of the Members at Registered Office, in compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the present EGM of the Company is being held through AVM via Microsoft Team Meeting Platform.
2. **IN TERMS OF THE MCA CIRCULARS SINCE THE PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXIES. ACCORDINGLY, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, IN PURSUANCE OF SECTION 112 AND SECTION 113 OF THE ACT, REPRESENTATIVES OF THE MEMBERS MAY BE APPOINTED FOR THE PURPOSE OF VOTING THROUGH AVM VIA MICROSOFT TEAM MEETING PLATFORM FACILITY.**
3. Corporate Members are required to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend and vote at the EGM on its behalf through AVM via Microsoft Team Meeting Platform. The said Resolution/ Authorization shall be sent to Mr. Asish Rohatgi, Head & Company Secretary of the Company by email at his registered email address ashish.rohatgi.0010@idemitsu.com.
4. Members attending the EGM through AVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates sent to Mr. Asish Rohatgi, Head & Company Secretary of the Company by email through its registered email address to ashish.rohatgi.0010@idemitsu.com or at Mobile No. 9711112649.
6. The Explanatory Statement pursuant to Section 102 of the Act, relating to the Special Business under Item Nos. 1 of the Notice, is annexed hereto.
7. All documents referred to in this Notice and the Explanatory Statement shall be available for e-inspection at the EGM through sharing of screen mechanism on Microsoft Team Meeting Platform.
8. Facility of joining the EGM through Microsoft Team Meeting Platform shall open 15 minutes before the time scheduled for the EGM and shall not be closed till the expiry of 15 minutes after such scheduled time. A link for joining the EGM through the Microsoft Team Meeting Platform shall be shared in advance with the members.
9. The Registered Office of the Company situated at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi - 110 019 shall be deemed to be the place of meeting. The administrator/ moderator will be conducting the ensuing EGM of the Company on the Microsoft Team Meeting Platform from the Registered Office of the Company itself. Accordingly, the provision of Route

map and landmark are not applicable with respect to the ensuing EGM. Hence the Route Map is not annexed.

10. The Company has got less than 500 Members and hence suitable arrangements shall be made and ensured in order to allow seamless participation of all the Members at the EGM through AVM via Microsoft Team Meeting Platform.
11. The Microsoft Team platform allows seamless two way communication for the ease of participation of all the members at the ensuing EGM.
12. A suitable arrangement shall be available to allow the participants to pose necessary questions either concurrently or the Members may submit their respective questions in advance through e-mail at ashish.rohatgi.0010@idemitsu.com.
13. In view of the prevailing situation and owing to the difficulties involved in dispatching of physical copies of the Notice of the present EGM, the Notice is hereby being sent only by email to the Members and all other persons who are entitled to receive the same.
14. The Chairman shall ordinarily conduct the business and consideration of all business items by show of hands and oral consent, unless a Poll is demanded and/or directed and the said Poll shall be conducted in terms of Section 109 of Companies Act, 2013. The Company at present has got less than 50 Members.
15. The Members are requested to convey their vote only by sending email at ashish.rohatgi.0010@idemitsu.com through their email address registered with the Company, if the poll is required to be taken during the meeting on any resolution.
16. The Company shall maintain due confidentiality and privacy of the password and access of the said email id ashish.rohatgi.0010@idemitsu.com in order to protect the data of the Members.
17. The EGM shall be conducted through AVM via Microsoft Team Meeting Platform, which is quite user friendly and still, if any, Member needs any kind of assistance, he may contact Mr. Ashish Rohatgi, Head & Company Secretary of the Company at ashish.rohatgi.0010@idemitsu.com or at [Mobile No. 9711112649](tel:9711112649). The copy of the MCA Circulars is annexed to this notice and forms an integral part of this notice.
18. The Chairman of the meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.
19. The Company is not required or mandated to appoint an Independent Director. Further the Statutory Auditor or their Authorized Representative, who is qualified to act as a Statutory Auditor, shall attend the EGM through the Microsoft Team Meeting Platform.
20. The Company shall record and preserve the audio video recording or transcript of the ensuing EGM to be held through AVM via Microsoft Team Meeting Platform.
21. The Authorized Representative of Body Corporates are residing outside India, therefore for the convenience of the Members present EGM will be held through the AVM on Microsoft Team Meeting Platform.

22. Since the EGM is being held at shorter notice, the consent of the members having majority in number and representing not less than ninety-five per cent of the paid-up share capital of the company will be required. A draft consent letter is attached herewith. The Members are requested to provide their consent by sending a scanned copy (PDF/JPG Format) or by providing a confirmation for the same by an email to Mr. Asish Rohatgi, Head & Company Secretary of the Company at his registered email address ashish.rohatgi.0010@idemitsu.com.
23. The resolution passed at the EGM shall be filed with the office of Registrar of Companies in term of General Circular No. 14/2020 dated April 8, 2020.

**For and on behalf of Board of directors of
Idemitsu Lube India Private Limited**

**Date: 30th December, 2020
Place: New Delhi**

**(Asish Rohatgi)
Head & Company Secretary
Membership No. ACS 11382
Address: M 13/27 2nd Floor,
DLF Phase II, Gurgaon – 122 002,
Haryana**

Explanatory Statement pursuant to section 102 of the Companies Act, 2013**ITEM No. 1:**

The Company i.e. Idemitsu Lube India Private Limited {CIN: U11103DL2006PTC154131} is having its Registered Office in NCT of Delhi at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110 019.

The entire Idemitsu Group has worldwide followed the strategy of locating the Registered Office of the respective entity nearer to the manufacturing facilities in order to allow and enable seamless management of the manufacturing processes in respective countries.

In order to follow the said established practice it's proposed to shift the Registered Office of the Company from NCT of Delhi to the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai and at any place, which is strategically located nearer to the manufacturing facilities at N-31, Additional Patalganga, MIDC Industrial Area Taluka-Panvel, Khalapur, District Raigad – 410 020 (Maharashtra).

The present location of the Registered Office in NCT of Delhi is quite far away from the location of the factory.

Further, presently the Books of Accounts as well as Books and Papers of the Company are also being maintained at the factory premises of the Company in State of Maharashtra.

The Company shall further ensure the services of any employees and/or interest of any Vendor or any regulatory authority shall not be affected and/or prejudiced in any manner, by way of the proposed shifting of the Registered Office from the NCT of Delhi to the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai.

Hence, in view of the said situation and in order to run the manufacturing operations in a smooth and seamless fashion as well as to ensure effective control, the Company proposes to shift its Registered Office from the NCT of Delhi to the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions of the Companies Act, 2013, the approval of Members is required by way of passing a special resolution at a duly convened General Meeting and confirmation by the Regional Director, Northern Region for shifting of Registered Office of the Company from NCT of Delhi to the State of Maharashtra.

The Board of Directors in its meeting held on December 23, 2020 have approved shifting the registered office of the Company from the NCT of Delhi to the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai subject to the approval of the members and confirmation by the Regional Director, Northern Region.

The Board of Directors recommends the resolution for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and relatives thereof, are interested in this resolution.

For and on behalf of Board of directors of



Idemitsu Lube India Private Limited

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Website : <https://lindia.idemitsu.com>

Idemitsu Lube India Private Limited

(Asish Rohatgi)

Head & Company Secretary

Membership No. ACS 11382

Address: M 13/27 2nd Floor,

DLF Phase II, Gurgaon – 122 002,

Haryana

Date: 30th December, 2020

Place: New Delhi