

BY HAND/E-MAIL**NOTICE**

SHORTER NOTICE is hereby given that the 18th (Eighteenth) Annual General Meeting of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** will be held on Monday, the 30th day of September, 2024, at 02:00 P.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 31st March, 2024 including Auditor's and Director's Report thereon;
2. To approve and declare dividend of INR 5.71 per Equity Share of INR 10/- each for the Financial Year 2023-24.

SPECIAL BUSINESS

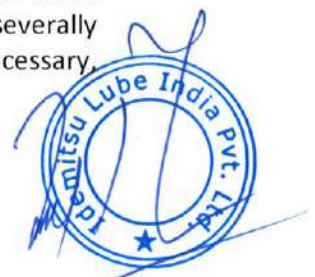
3. To consider and approve appointment of Mr. Toyokazu Handa as a Director of the Company.

"RESOLVED THAT Mr. Toyokazu Handa (DIN: 10735378) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 02nd September, 2024 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, 2025, 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 200,000 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 2024-25 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."

Place: Patalganga, Raigarh
Date: 25th September, 2024

By Order of the Board
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)



NOTES:

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 the companies act, 2013 for the ensuing annual 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 there at, 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. M/s S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/ E300003) were appointed as the Statutory Auditors at the 17th Annual General Meeting held on 30th September, 2023 for a period of five years i.e., from the Financial Year 2023-24 up to the Financial Year 2027-28. Accordingly, their term of Office is till the conclusion of 22nd 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;



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 2nd Floor,

DLF Phase II, Gurgaon – 122 002 (Haryana)

Place: Patalganga, Raigarh

Date: 25th September, 2024



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

Item No.3

Mr. Toyokazu Handa (DIN: 10735378) was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd September, 2024 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. Toyokazu Handa is graduated from Kyusyu University, Japan, Department of Organic Synthesis Chemistry.

He has been associated with Idemitsu Kosan Co. Ltd., Tokyo since 1994 and from July, 2024 he has been assigned to look after the affairs of Idemitsu Lube Asia Pacific Pte. Ltd., as the Managing Director.

It is now proposed to appoint Mr. Toyokazu Handa 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. Toyokazu Handa 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. Toyokazu Handa 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 the 24th day of September, 2024 for the Financial Year ended 31st March, 2025 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 2024-25 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 2nd Floor,
DLF Phase II, Gurgaon – 122 002 (Haryana)

Place: Patalganga, Raigarh
Date: 25th September, 2024



ROUTE MAP

FOR THE 18th (EIGHTEENTH) ANNUAL GENERAL MEETING OF THE IDEMITSU LUBE INDIA PRIVATE LIMITED TO BE HELD AT SHORTER NOTICE ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024, AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT N-31, ADDITIONAL PATALGANGA, MIDC INDUSTRIAL AREA, TALUKA PANVEL, KHALAPUR, RAIGARH - 410 220 (MAHARASHTRA) AT 02:00 P.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
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
-----------------	---------------

Depository Participant (DP) ID No																					
Client ID No. (NDSL enter 8 digit DP ID followed by 8 digit Client ID/ for CDSL enter 16 digit Client ID)	<table border="1" style="margin: auto; border-collapse: collapse;"><tr><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td></tr><tr><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td></tr></table>																				
No. of Shares held																					

Name of the Member/ Proxy Authorized Representative	
Address of the Member/ Proxy Authorized Representative	

I hereby record my presence at the 18th (Eighteenth) Annual General Meeting of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** held on Monday, 30th the day of September, 2024, at the Registered Office of the Company situated at N-31, Additional Patalganga, MIDC Industrial Area, Taluka Panvel, Khalapur, Raigarh - 410 220 (Maharashtra) at 02:00 P.M. (IST)

Please (v) in the box

MEMBER ☐

Proxy ☐

Signature of the Member/ Proxy/
Authorized Representative

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: U11103MH2006PTC363585
Name of the company: Idemitsu Lube India Private Limited
Registered office: N-31, Additional Patalganga, MIDC Industrial Area, Taluka - Panvel,
Khalapur, Raigarh – 410 220 (Maharashtra)
Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I /We, being the member (s) of _____ share(s) of the above named company, hereby appoint-

1. Name:
Address:
E-mail Id:
Signature: or failing him/her,
2. Name:
Address:
E-mail Id:
Signature: Or failing him/her,
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/
~~Extraordinary General Meeting~~ of the Company, to be held on Monday, the 30th day of September, 2024
at the Registered Office of the Company at N-31, Additional Patalganga, MIDC Industrial Area, Taluka -
Panvel, Khalapur, Raigarh – 410 220 (Maharashtra), at 2:00 P.M. (IST) and at any adjournment thereof in
respect of such resolutions as are indicated below:

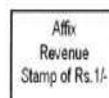
Resolution No:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st
March, 2024, including Auditor's and Director's Report thereon;
2. To approve and declare dividend of INR 5.71 per Equity Share of INR 10/- each for the Financial
Year 2023-24;
3. To consider and approve appointment of Mr. Toyokazu Handa 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 ending 31st March, 2025

Signed this ____ day of ____, 2024.

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.