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**BY HAND/E-MAIL****NOTICE**

SHORTER NOTICE is hereby given that the **Fifteenth Annual General Meeting** of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** will be held on Thursday the 30<sup>th</sup> day of September, 2021, at 10:00 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) through Audio Visual Means (“AVM”) via Microsoft Team Meeting Platform 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, 2021 including Auditor’s and Director’s Report thereon.

**SPECIAL BUSINESS**

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

**“RESOLVED THAT** Mr. Koichi Takeuchi (DIN:03019578) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30<sup>th</sup> November, 2020 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”.

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

**“RESOLVED THAT** Mr. Hiroyuki Kitano (DIN:09235220) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28<sup>th</sup> July, 2021 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 appoint Mr. Akira Kitagawa as a Director of the Company by passing the following resolution as an ORDINARY RESOLUTION with or without modification(s):-

**“RESOLVED THAT** Mr. Akira Kitagawa (DIN:09235279) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28<sup>th</sup> July, 2021 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

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retire by rotation pursuant to the provisions of Section 152 of the Act”.

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

**“RESOLVED THAT** Mr. Masanori Enomoto (DIN: 07140853) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22<sup>nd</sup> September, 2021 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”.

6. 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, 2022, 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.1,75,000/- 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 2021-22 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: 24<sup>th</sup> September, 2021**

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**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with General Circular No. 20/2020 dated May 5, 2020 , General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), 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 AGM 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 ensuing Annual General Meeting 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](mailto:ashish.rohatgi.0010@idemitsu.com).
4. Members attending the AGM through AVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. M/s Deloitte Haskins & Sells, Chartered Accountants, 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. In view of the omission of first proviso to Section 139(1) of the Companies Act, 2013, the Company is not required to ratify the office of Statutory Auditors during the intervening period. The members of the Company may take note of same.

As intimated by Deloitte Haskins & Sells’, Chartered Accountants (ICAI Firm Registration No.117364W) that they have got converted into a Limited Liability Partnership (LLP) under the name of ‘Deloitte Haskins & Sells Chartered Accountants LLP’. In pursuance of Section 58(4)(b) of the Limited Liability Partnership Act, 2008 and in accordance with the General Circular No 09/2013 dated 30<sup>th</sup> April 2013 issued by the Ministry of Corporate Affairs, Government of India, "Deloitte Haskins & Sells Chartered Accountants LLP’ shall be deemed to be the Statutory Auditors of the Company for the remaining period from the Financial Year 202-1-2022 upto the financial year 2022-23 on the same terms and

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conditions, including remuneration, as agreed by any one of the Directors of the Company in consultation with Deloitte Haskins & Sells (ICAI Firm Registration No.117364W).

6. 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](mailto:ashish.rohatgi.0010@idemitsu.com) or at Mobile No.9711112649.
7. In compliance with the aforesaid MCA Circulars, Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2021, including Statutory Auditor's Report, Board Reports and other documents required to be attached herewith is being sent only through electronic mode to Members at the email addresses registered with the Company.
8. The scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for e-inspection at the Annual General Meeting through sharing of screen mechanism on Microsoft Team Meeting Platform.
9. Facility of joining the AGM through Microsoft Team Meeting Platform shall open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after such scheduled time. A link for joining the AGM through the Microsoft Team Meeting Platform shall be shared in advance with the members.
10. The seat of meeting shall be deemed to be the Registered Office of the Company situated at N-31, Additional Patalganga, MIDC Industrial Area, Taluka - Panvel, Khalapur, Raigarh – 410 220 (Maharashtra) . The administrator/ moderator will be conducting the ensuing Annual General Meeting 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 Annual General Meeting. Hence the Route Map is not annexed.
11. The Company has got only two members which is 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 AGM through AVM via Microsoft Team Meeting Platform.
12. The Microsoft Team platform allows seamless two way communication for the ease of participation of all the members at the ensuing Annual General Meeting.
13. 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](mailto:ashish.rohatgi.0010@idemitsu.com).

14. In view of the prevailing situation and owing to the difficulties involved in dispatching of physical copies of the Notice of the present AGM, the Notice is hereby being sent only by email to the Members and all other persons who are entitled to receive the same.
15. 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 only two members which is less than 50 Members.
16. The Members are requested to convey their vote only by sending email at [ashish.rohatgi.0010@idemitsu.com](mailto: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.
17. The Company shall maintain due confidentiality and privacy of the password and access of the said email id [ashish.rohatgi.0010@idemitsu.com](mailto:ashish.rohatgi.0010@idemitsu.com) in order to protect the data of the Members.
18. The AGM 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. Asish Rohatgi, Head & Company Secretary of the Company at [ashish.rohatgi.0010@idemitsu.com](mailto:ashish.rohatgi.0010@idemitsu.com) or at Mobile No. 9711112649. The copy of the MCA Circulars is annexed to this notice and forms an integral part of this notice.
19. The Chairman of the meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.
20. 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 AGM through the Microsoft Team Meeting Platform.
21. The Company shall record and preserve the audio video recording or transcript of the ensuing Annual General Meeting to be held through AVM via Microsoft Team Meeting Platform.
22. All the resolution(s) passed at the AGM shall be filed with the office of the Registrar of Companies in term of General Circular No. 14/2020 dated April 8, 2020.

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: 24<sup>th</sup> September, 2021**

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

**Item No.2**

Mr. Koichi Takeuchi (DIN 03019578) was appointed as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> November, 2020 at their Meeting held on 30<sup>th</sup> November, 2020 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.

Mr. Koichi Takeuchi is associated with Idemitsu Kosan Co., Ltd, Tokyo, Japan, the holding Company since April, 1980

He is graduated from Nagasaki University, Japan with the degree of the Bachelor of Economics.

Now, 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.

Further, in order to strengthen internal control functions of the Company and to advise mainly on crucial Financial Matters and on compliance with IKC regulations, the Board of Directors at its Meeting held on 09<sup>th</sup> July, 2020 had already appointed Mr. Koichi Takeuchi, as an Internal Auditor-Advisor for the Financial Year 2020-2021 with Nil Remuneration.

It is now proposed to appoint Mr. Koichi Takeuchi 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. Koichi Takeuchi 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.2 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.2 pertains to the appointment of Mr. Koichi Takeuchi as the Director of the Company.

The Board recommends the Ordinary Resolution as stated at Item No.2 for approval of Members.

### **Item No.3**

Mr. Hiroyuki Kitano (DIN09235220) was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> July, 2021 at their Meeting held on 28<sup>th</sup> July, 2021 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 above said Board Meeting, he was also appointed as the Deputy Managing Director of the Company with effect from 28<sup>th</sup> July, 2021 for a period of three years pursuant to the provisions of Section 2(54) and 196 of the Companies Act, 2013.

Mr. Hiroyuki Kitano was associated with Idemitsu Kosan Co Ltd., Tokyo since April, 1994. He is graduated from Okayama University, Japan from the Department of Applied Chemistry.

Now he has been assigned to look after Indian Operations.

It is now proposed to appoint Mr. Hiroyuki Kitano 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. Hiroyuki Kitano 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. Hiroyuki Kitano 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**

Mr. Akira Kitagawa (DIN 09235279) was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> July, 2021 at its Meeting held on 28<sup>th</sup> July, 2021 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 27<sup>th</sup> August, 2021 for a period of three years pursuant to the provisions of Section 2(54) and 196 of the Companies Act, 2013.

Mr. Akira Kitagawa was associated with Idemitsu Kosan Co Ltd., Tokyo since April, 2004. He is graduated from Tokyo University of Foreign Studies.

Now, he has been assigned to look after the Indian operations.

It is now proposed to appoint Mr. Akira Kitagawa 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. Akira Kitagawa 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.4 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 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.4 pertains to the appointment of Mr. Akira Kitagawa as the Director of the Company.

The Board recommends the Ordinary Resolution as stated at Item No.4 for approval of Members.



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### **Item No.5**

Mr. Masanori Enomoto (DIN 07140853) was appointed as an Additional Director of the Company by the Board of Directors with effect from 22<sup>nd</sup> September, 2021 at their Meeting held on 22<sup>nd</sup> September, 2021 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. Masanori Enomoto** was associated with Idemitsu Kosan Co Ltd., Tokyo since April, 1987.

He is graduated from Shizuoka University, Japan with the degree in Chemist.

Now, he has been assigned as Deputy General Manager, Lubricants Department 2.

It is now proposed to appoint Mr. Masanori Enomoto 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 Masanori Enomoto 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.5 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 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.5 pertains to the appointment of Mr. Masanori Enomoto as the Director of the Company.

The Board recommends the Ordinary Resolution as stated at Item No.5 for approval of Members.

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**Item No.6**

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 22<sup>nd</sup> day of September, 2021 for the Financial Year ended 31<sup>st</sup> March, 2022 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. 6. 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.6 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 2021-22 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: 24<sup>th</sup> September, 2021**