

## KYB-CONMAT PRIVATE LIMITED

CIN: U29248GJ2007PTC052387

Regd. Office: 702 – 703, NH No. 8, Por, Dist.: Vadodara – 391243 Tel: 0265 6555680, 6132900 Website: [www.conmatindia.com](http://www.conmatindia.com)

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### NOTICE

**NOTICE** IS HEREBY GIVEN THAT THE SEVENTEEN (17<sup>TH</sup>) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF KYB-CONMAT PRIVATE LIMITED WILL BE HELD AT SHORTER NOTICE AT 702 – 703, NH NO. 8, POR, DIST VADODARA – 391243 ON MONDAY 23<sup>RD</sup> SEPT 2024 AT 12.45 P.M. TWO-WAY VIDEO CONFERENCING ('VC') FACILITY OR OTHER AUDIOVISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.**

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial year ended on 31<sup>st</sup> March 2024, together with the Schedules and Notes attached thereto along with the reports thereon of the Board and the Auditors as circulated to the members & laid before the meeting be and is hereby approved and adopted."

2. **Approval of appointment of Statutory Auditors for a period of 5 years from the conclusion of this AGM till the conclusion of 22nd AGM to be held in the year 2029.**

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 applicable provisions of Companies Act, 2013, and rules thereunder, M/s. B S R & Co LLP, Chartered Accountant (FRN-101248W/W-100022) from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received, are be and hereby appointed as Statutory Auditors of the Company for 05 years to hold office from the conclusion of this AGM till the conclusion of 22nd AGM to be held in the year 2029 at a remuneration as may be determined by the Board of Directors."

#### SPECIAL BUSINESS

3. **Approval of Remuneration payable to M/s. Kailash Sankhlecha & Associates, Cost Accountants, Vadodara appointed as Cost Auditors of the Company for FY2024-25.**

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 provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s)]

thereof ], and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby approve the remuneration of INR 1,40,000 plus taxes, travel and out-of-pocket expenses incurred in connection with the cost audit payable to **Kailash Sankhlecha & Associates**, Cost Accountants, Vadodara (having Membership No. 12055) who is appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the FY2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**4. Appointment of Mr. Atsushi Okubo (DIN: 10603907) as Director**

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 provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and other applicable laws, Mr. Atsushi Okubo (DIN- 10603907) who was appointed as an Additional Director of the company w.e.f. 25-04-2024 and holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Vadodara

Date: 23-09-2024

By Order of the Board of Directors of  
KYB-Conmat Pvt. Ltd.

  
Mr. Premraj Keshyep  
Managing Director  
(DIN: 01034328)

**NOTES:**

1. IN VIEW OF THE GLOBAL OUTBREAK OF THE COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS ('MCA') HAS VIDE ITS GENERAL CIRCULAR DATED MAY 5, 2020 READ WITH GENERAL CIRCULARS DATED APRIL 8, 2020 AND APRIL 13, 2020, GENERAL CIRCULAR NO. 02/2021 AND GENERAL CIRCULAR NO. 2/2022 DATED MAY 5, 2022, GENERAL CIRCULAR 10/2022 DATED DEC,28,2022 AND GENERAL CIRCULAR NO. 09/2023 DATED SEPTEMBER 25, 2023(COLLECTIVELY REFERRED TO AS 'MCA CIRCULARS') PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING ('AGM' OR 'MEETING') THROUGH VIDEO CONFERENCING ('VC') FACILITY OR OTHER AUDIO VISUAL MEANS ('OAVM'), WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE. IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 ('THE ACT'), AND MCA CIRCULARS, THE 17TH AGM OF THE COMPANY IS

BEING HELD THROUGH VC/OAVM ON MONDAY, 23<sup>rd</sup> SEPTEMBER 2024 at 12:45 P.M. (IST) THE DEEMED VENUE FOR THE 17<sup>TH</sup> AGM WILL BE 702-703, N H No. 8, POR, DIST: VADODARA – 391243.

2. IN CONTINUATION OF THIS MINISTRY'S GENERAL CIRCULAR NO. 2/2022 DATED MAY 5, 2022 AND GENERAL CIRCULAR NO. 09/2023 DATED SEPTEMBER 25, 2023 AND AFTER DUE EXAMINATION, IT HAS BEEN DECIDED TO ALLOW COMPANIES WHOSE AGMS WERE DUE TO BE HELD IN THE YEAR 2023-24 CONDUCT THEIR AGMS ON OR BEFORE 30.09.2024, IN ACCORDANCE WITH THE REQUIREMENTS PROVIDED IN PARAGRAPHS 3 AND 4 OF THE GENERAL CIRCULAR NO. 20/2020 AS PER MCA CIRCULAR NO. 02/2021 DATED JANUARY, 13, 2021 AND GENERAL CIRCULAR 10/2022 DATED DEC, 28, 2022
3. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.
4. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.
5. THE ATTENDANCE OF THE MEMBERS ATTENDING THE AGM THROUGH VC/OAVM WILL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT.

IN LINE WITH THE MCA CIRCULAR DATED MAY 5, 2020, AND THE NOTICE OF THE AGM ALONG WITH THE ANNUAL REPORT 2023-24 IS BEING SENT ONLY THROUGH ELECTRONIC MODE TO THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.3**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting. The Board of Directors of the Company at its meeting held on 23rd Sept 2024 has considered and approved the re-appointment of Mr. Kailash Sankhlecha, Cost Accountants, Vadodara (having Membership No. 12055) as the cost auditor of the Company for the financial year 2024-25 at a remuneration of INR 1,40,000 (Rupees One lac forty thousand only plus applicable tax and reimbursement of out-of-pocket expenses that may be incurred).

The Directors, therefore, recommend the Ordinary Resolution for the approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company, or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO.4

At the Board Meeting of the Company held on 11.04.2024, the Board had appointed Mr. Atsushi Okubo as Additional Director of the Company effective from the date of allotment of Director Identification Number (DIN) by the Ministry of Corporate Affairs. The Director Identification Number (DIN) 10603907 was allotted to Mr. Atsushi Okubo with effect from 25.04.2024

In terms of the provisions of Section 161 of the Companies Act, 2013, the Director shall hold office as Additional Director up to the date of the ensuing Annual General Meeting of the Company.

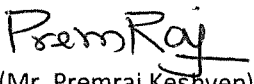
The Board recommends this resolution for approval of the Members for appointment of Mr. Atsushi Okubo as Director of the Company.

The Directors, therefore, recommend the Ordinary Resolution for the approval of the shareholders. Except Mr Atsushi Okubo , none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Place: Vadodara

Date: 23-09-2024

By Order of the Board of Directors of  
KYB-Conmat Pvt. Ltd.

  
(Mr. Premraj Keshyep)  
Managing Director  
(DIN: 01034328)