

**Date: September 13, 2024**

To,  
Shareholders,  
Directors and Key Managerial Personnels,  
Statutory Auditors and Scrutinizers

**SUBJECT: FIFTH (5<sup>TH</sup>) ANNUAL GENERAL MEETING**

You are cordially invited to attend the Fifth (5<sup>th</sup>) Annual General Meeting (“the AGM”) of the members of Ichibanya India Private Limited (“the Company”) to be held at **shorter notice on Friday, September 13, 2024 at 02:15 PM [IST]/05:45 PM [JST]** through Video Conferencing /Other Audio-Visual Means (“VC/OAVM”).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith including the Explanatory Statement on the Special business items.

The Venue of the Meeting will be the registered office of the Company i.e. **4<sup>th</sup> Floor, Worldmark-3, Asset-7, Aerocity, NH-8, New Delhi, Delhi 110037 (deemed venue).**

You are requested to attend the Meeting through electronic mode on your computer or Mobile App (Microsoft Teams Meeting) [Click here to Join the meeting.](#) or join by entering a meeting ID.

**Meeting ID: 465 731 996 004**  
**Passcode: T4RdeA**

Thanking You,

**By the order of the Board**  
**For Ichibanya India Private Limited**

  
**Ishu Saini**  
**Company Secretary**

**Membership No-30799**  
Address: 451 A-1, Street No 10, Chander Ke Quarter,  
Onkar Nagar, North-West Delhi, India



**Enclosures:**

- 1. Notice of the Fifth (5<sup>th</sup>) Annual General Meeting**
- 2. Annexure-A (Explanatory Statement)**
- 3. Annexure-B (Shorter notice consent)**

**SHORTER NOTICE OF THE FIFTH (5<sup>TH</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifth (5<sup>th</sup>) Annual General Meeting (“AGM”) of the shareholders of Ichibanya India Private Limited (“the Company”) will be held at **shorter notice on Friday, September 13, 2024 at 02:15 PM [IST]/05:45 PM [JST]** through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) at 4th Floor, Worldmark-3, Asset-7, Aerocity, NH-8, New Delhi, Delhi 110037 (**deemed venue**) to transact the following businesses:

**ORDINARY BUSINESS:**

1. **TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024, ALONG WITH THE REPORTS OF THE DIRECTORS’ & AUDITORS THEREON.**

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

“RESOLVED THAT the audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**SPECIAL BUSINESS:**

1. **TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. YUYA FUJII (DIN 10683102) AS DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to appoint **Mr. YUYA FUJII (DIN 10683102)**, as Director of the Company with effect from **September 13, 2024** on such remuneration as mutually decided by the Board of Directors .



**RESOLVED FURTHER THAT** Mr. Katsuhiko Hasegawa (DIN 08496717), Whole Time Director of the Company and Mr. Osamu Fujii (DIN 10304548), Director of the Company and/or Mr. Devesh Srivastava, Chief Executive Officer of the Company, and Ms. Ishu Saini, Company Secretary be and are hereby authorized to file e-form(s) DIR-12 with the Concerned Registrar of Companies and to make necessary entries in the Statutory registers of the company and to do all such acts/deed/things as may deem fit to give effect to this resolution.”

**2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. TAISUKE INUIZAWA (DIN 10699747) AS DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to appoint **Mr. Taisuke Inuizawa (DIN 10699747)**, as Director of the Company with effect from **September 13, 2024** on such remuneration as mutually decided by the Board of Directors .

**RESOLVED FURTHER THAT** Mr. Katsuhiko Hasegawa (DIN 08496717), Whole Time Director of the Company and Mr. Osamu Fujii (DIN 10304548), Director of the Company and/or Mr. Devesh Srivastava, Chief Executive Officer of the Company, and Ms. Ishu Saini, Company Secretary, be and are hereby authorized to file e-form(s) DIR-12 with the concerned Registrar of Companies and to make necessary entries in the Statutory registers of the company and to do all such acts/deed/things as may deem fit to give effect to this resolution.”

<p><b>Registered office:</b> 4<sup>th</sup> Floor, Worldmark-3, Asset-7, Aerocity, NH-8, New Delhi-110037, India. Telephone No. +91-11-4172-7723 E-mail: <a href="mailto:info@ichibanyaindia.com">info@ichibanyaindia.com</a> CIN: U55100DL2019FTC351970</p>	<p><b>For and on behalf of the Board For ICHIBANYA INDIA PRIVATE LIMITED</b></p> <p> <b>ISHU SAINI</b> <b>COMPANY SECRETARY</b> <b>M. No. 30799</b></p> <p><b>Address: 451 A-1, Street No 10, Chander Ke Quarter, Onkar Nagar, North-West Delhi, India</b></p> 
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**Date: 13 September, 2024**

**Place: New Delhi**

**Notes:**

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA), issued by the Ministry of Corporate Affairs (hereinafter referred to as “MCA Circular”), Companies are allowed to hold the AGM through VC, without the physical presence of members at the common venue. Hence, in compliance with the Circulars, the AGM of the Company is being conducted through Video Conferencing or Other audio-visual means (“VC/OAVM”) Facility.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available and hence the Proxy Form and Attendance Slip are not annexed to this notice.
3. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business under Item Nos. 1 & 2 of the Notice, is annexed hereto.
5. Corporate members intending to authorize their representatives to attend the meeting are requested to send a scanned certified copy of the board resolution/power of attorney/authorisation letter (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the meeting. The said resolution/power of attorney/authorization shall be sent to the Company Secretary by e-mail through its registered email address to [i.saini@ichibanyaindia.com](mailto:i.saini@ichibanyaindia.com) with a copy marked to [o.fujii@mitsui.com](mailto:o.fujii@mitsui.com).
6. In accordance with the aforementioned MCA Circulars, the Company has appointed Ms. Ishu Saini, Company Secretary for providing the Video Conferencing/ Other audio-visual mode (“VC/OAVM”) facility to the members for participating in the Meeting. The members are requested to follow the instructions as given under in order to participate in the Meeting through VC/OAVM mechanism.
7. The deemed venue for the 5<sup>th</sup> (Fifth) AGM shall be the Registered Office of the Company situated at 4<sup>th</sup> Floor, Worldmark-3, Asset-7, Aerocity, NH-8, New Delhi-110037, India.
8. The statutory registers maintained under the Act, including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect such documents are requested to write to the company by sending an e-mail to [i.saini@ichibanyaindia.com](mailto:i.saini@ichibanyaindia.com).
9. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
10. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Infosys Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.

**11. Instructions for Members for voting:**

- a) The Board of Directors has appointed Ms. Preeti Pahwa, Practicing Company Secretary, Delhi as a Scrutinizer to scrutinize the voting Process through Poll method during AGM in a fair and transparent manner.
- b) In accordance with the Articles of Association, Voting on the resolutions at General Meeting shall be done by Poll Method and necessary polling papers (**Form MGT-12**) will be circulated via e-mail to the members/authorised representative on behalf of members for providing their assent/dissent and the signed copy of the polling papers shall be mailed to the scrutinizer of the company on his respective e-mail id [preeti@emindslegal.com](mailto:preeti@emindslegal.com) (cc: [i.saini@ichibanyaindia.com](mailto:i.saini@ichibanyaindia.com)) . The Company Secretary shall assist the Scrutinizer in obtaining the necessary polling papers from the members and on the basis of the polling papers received by the Scrutinizer, he shall count the votes and submit the scrutinizer report in Format (**MGT-13**) to the Chairman of the meeting. The Chairman or the person authorized by the Chairman, shall declare the result of the voting forthwith.
- c) Members can send their requests or in case of any technical assistance required at the time of log in/ assessing at the meeting through VC/OAVM facility, by sending an e-mail to [i.saini@ichibanyaindia.com](mailto:i.saini@ichibanyaindia.com) or call and Copy to [o.fujii@mitsui.com](mailto:o.fujii@mitsui.com) .
- d) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e) Members are requested to notify changes if any, in their address, email-id, nominations etc. to the Company.

**12. General Instructions for Members for attending/joining the AGM through VC/OAVM are as under:**

Members will be able to attend the AGM through VC/OAVM by following procedure:

- a) The facility for attending the meeting shall be kept open for 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- b) The members may join the meeting through Microsoft Team, the meeting id for which shall be shared to all the members through e-mail.
- c) Members are encouraged to join the Meeting through Laptops/I-pads for better experience. Further, speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- e) To ensure that the required quorum is present throughout the meeting, every member forming the quorum shall be present both with the audio & video mode and is not allowed to disconnect the video.
- f) Every member shall identify himself with the record before speaking on any item of business on the agenda. In case if any member is not able to hear then member can request for repeating and ask the speaker to unmute the mic. Where a video or audio of the participants of the meeting is unclear, the chairman shall call for the specific member to make a recap.

## ANNEXURE-A TO THE NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### Special Business

##### Item No. 1

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying resolution(s) is as follows:

The Board of Directors holds the view that **Mr. Yuya Fujii (DIN 10683102)**, with 10 years of long career, have worked and undertaken diverse role in retail and chemical sectors in locations such as Japan and India and will be a valuation addition to the Board. His vast experience and unique insights are expected to significantly contribute to the company's operations and business strategies. Furthermore, his involvement is anticipated to strengthen the company's position in the industry.

The Board of Directors of the Company has approved the appointment of **Mr. Yuya Fujii** in the Board Meeting held on **September 13, 2024**. Further, pursuant to provisions of Section 149, 152 of the Companies Act, 2013 read with the Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder, the directors intend to place his appointment as director in this Annual General Meeting of shareholders for shareholder approval.

The Company has received from **Mr. Yuya Fujii (DIN 10683102)**, a consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

In the opinion of the Board, **Mr. Yuya Fujii (DIN 10683102)**, who has been proposed to be appointed as Director of the Company with effect from the date of resolution, fulfils the conditions.

The Board of Directors of the company recommends the passing of the resolution as set out in the notice, by the shareholders.

None of the Directors of the company, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the said resolution except Mr. Yuya Fujii.

The relevant documents are available for inspection by the members during working hours at the registered office of the company. The Directors recommend the aforesaid resolution for the approval by the members.

**Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is stated below:**

<b>Age</b>	33 years
<b>Nationality</b>	Japanese
<b>Qualifications</b>	Graduate from Waseda University in Tokyo Japan in year 2013.
<b>Experience</b>	With 10 years of working experience in retail and chemical sectors in locations such as Japan and India etc.
<b>Terms and conditions of the appointment</b>	Not Applicable
<b>Remuneration, if any</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Date of first appointment on the Board</b>	September 13, 2024
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, manager, and other Key Managerial Personnel of the Company</b>	Nil
<b>Total number of Meetings of the Board attended during the year</b>	Nil
<b>Other Directorships, Membership/ Chairmanship of Committees of other Board</b>	Nil

**Item No. 2**

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying resolution(s) is as follows:

With a remarkable career spanning 33 years in the consumer business sector, **Mr. Taisuke Inuizawa (DIN No 10699747)** brings a wealth of knowledge and expertise, particularly in the brand and retail business industry across various countries including Thailand, Singapore, and Japan. The Board is confident that his addition to the Board will significantly strengthen our company's competitive edge in the sector.

The Board of Directors of the Company has approved the appointment of **Mr. Taisuke Inuizawa (DIN No 10699747)** in the **Board Meeting held on September 13, 2024**. Further, pursuant to provisions of Section 149,152 of the Companies Act, 2013 read with the Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder, the directors intend to place his appointment as director in this Annual General Meeting of shareholders for shareholder approval.

The Company has received from **Mr. Taisuke Inuizawa (DIN No10699747)**, a consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.



In the opinion of the Board, **Mr. Taisuke Inuizawa (DIN No 10699747)**, who has been proposed to be appointed as Director of the Company with effect from the date of resolution, fulfils the conditions.



The Board of Directors of the company recommends the passing of the resolution as set out in the notice, by the shareholders.

None of the Directors of the company, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the said resolution except Mr. Taisuke Inuizawa.

The relevant documents are available for inspection by the members during working hours at the registered office of the company. The Directors recommend the aforesaid resolution for the approval by the members.

**Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is stated below:**

<b>Age</b>	55 years
<b>Qualifications</b>	Graduate
<b>Experience</b>	33 years of working experience in consumer business sector particularly in retail Sector & brand business industry in various countries such as Thailand, Singapore, Japan etc.
<b>Terms and conditions of the appointment</b>	Not Applicable
<b>Remuneration, if any</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Date of first appointment on the Board</b>	September 13, 2024
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, manager, and other Key Managerial Personnel of the Company</b>	Nil
<b>Total number of Meetings of the Board attended during the year</b>	Nil
<b>Other Directorships, Membership/ Chairmanship of Committees of other Board</b>	Nil

<p><b>Registered office:</b> 4th Floor, Worldmark-3, Asset-7, Aerocity, NH-8, New Delhi-110037, India. Telephone No. +91-11-4172-7723 E-mail: <a href="mailto:info@ichibanyaindia.com">info@ichibanyaindia.com</a> CIN: U55100DL2019FTC351970</p>	<p><b>for and on behalf of the Board of Directors For ICHIBANYA INDIA PRIVATE LIMITED</b></p> <p>  <b>ISHU SAINI</b> <b>COMPANY SECRETARY</b> <b>M. No. 30799</b> <b>Address: 451 A-1, Street No 10, Chander Ke Quarter, Onkar Nagar, North-West Delhi, India.</b></p>
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Date: September 13, 2024

Place: New Delhi

**ANNEXURE-B**  
**Shorter Notice Consent**  
THE COMPANIES ACT, 2013  
Consent of shareholder for shorter notice  
*[Pursuant to section 101(1)]*

**Date: September \_\_, 2024**

**To,**  
**The Board of Directors (“the Board”)**  
**Ichibanya India Private Limited**  
**4th Floor, Worldmark-3, Asset-7,**  
**Aerocity, NH-8, New Delhi – 110037, India**

**Subject:** Consent to convene the 5<sup>th</sup> Annual General Meeting (“AGM”) at a Shorter Notice.

Dear Sir/Ma’am,

I, Mr. \_\_\_\_\_, S/o Mr. \_\_\_\_\_, R/o \_\_\_\_\_ Authorised Representative of M/s. Ichibanya Co. Ltd, Japan / Mitsui & Co Asia Pacific Pte Ltd, holding equity shares of \_\_\_\_\_ Equity shares each in the company, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the 5<sup>th</sup> (Fifth) Annual General Meeting of the Company at a **Shorter Notice on \_\_ day, August \_\_, 2024** at \_\_\_\_\_ AM[IST]/ \_\_\_\_\_ PM through Video Conferencing (“VC”) at the Registered Office of the Company at 4<sup>th</sup> Floor, Worldmark-3, Asset-7, Aerocity, NH-8, New Delhi – 110037, India.

**For and on behalf of**  
**M/s. \_\_\_\_\_**

**Signature \_\_\_\_\_**  
**Name:**  
**Authorised Representative**