

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF **KOMORI INDIA PRIVATE LIMITED** HELD AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE UNIT NO. 609 & 610, 6TH FLOOR UNIT NO. B-1, SSR CORPORATE PARK 1316, MATHURA ROAD, SECTOR - 27B, MATHURA ROAD FARIDABAD, HARYANA, INDIA, 121003 ON MONDAY 30TH DAY OF SEPTEMBER, 2024 AT 02:30 P.M

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2024 AND THE BALANCE SHEET AS AT THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura (DIN: 09003384) be and are hereby severally authorized to do all such acts, deeds and things which is necessary to receive, consider and adopt the audited statement of profit & loss for the year ended march 31, 2024"

Certified true copy


For **KOMORI INDIA PRIVATE LIMITED**

For **KOMORI INDIA PVT LTD**


JUN SUDO
Director

(Director)
DIN: 10626453
Date: 30/09/2024
Place: Faridabad

For **KOMORI INDIA PVT LTD**


Director

YUICHI NAKAMURA
(Director)
09003384
30/09/2024
Japan

KOMORI INDIA PRIVATE LIMITED

(CIN U72300HR2007PTC079519)

Regd. Office : Unit No. 609 & 610 on 6th Floor, SSR Corporate Park, Mathura Road, Ekta Nagar, Office Block, Faridabad 121003 Haryana
Tel: +91-0129- 4922210, E-mail: info@komori.co.jp | **WEBSITE:** www.komori.in

DIRECTORS'REPORT

To,
The Members
M/s **KOMORI INDIA PRIVATE LIMITED**
Add: Office Unit No. 609 & 610, 6th Floor,
Unit No. B-1, SSR Corporate Park 1316,
Mathura Road, Sector – 27B Faridabad- 121003,

The Board of Directors of your Company is pleased to present their report on the working of the Company for the year ended 31st March, 2024 together with the Audited Accounts of the Company.

1. FINANCIAL PERFORMANCE SUMMARY

The Company's financial performance, for the period ended 31st March, 2024 is summarized below:

Particulars	FY 2023-24	FY 2022-23
Total Revenue	1,721,760,884.00	1,481,033,046.00
Total Expenses	1,528,018,936.00	1,335,169,252.00
Profit/ (Loss) before Tax	260,424,517.00	186,443,465.00
Current Tax	62,583,416.00	64,880,746.00
Deferred Tax	(916,503.00)	(9,661,602.00)
Profit/(Loss) after tax	198,757,603.00	129,735,696.00

For KOMORI INDIA PVT. LTD

Director

For KOMORI INDIA PVT. LTD

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2. DIVIDEND

Since the Company has earned Profit during the financial year 2023-24 but it would not be able to recommend any dividend for the year ended 31st March, 2024.

3. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, the Board of Directors of the Company hereby state and confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis.
- e. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

4. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

5. COMMITTEES OF THE BOARD

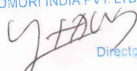
Currently Board has one committee: Corporate Social Responsibility Committee. The Committee had been duly constituted and had been convening meetings at regular intervals.

S.NO	Name of Committee	Date of Meeting	Attended by
01	Corporate Social Responsibility Committee	18th April 2023 25th July 2023 20 th October 2023 16 th January 2024	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida

For KOMORI INDIA PVT. LTD


Director

For KOMORI INDIA PVT. LTD.


Director

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES AMONG THEM

There has been some changes in the constitution of Board during the period under review.

Mr. Yosuke Fujimaki has appointed on 21/09/2023 as a director of the Company and Mr. Ajay Radhakrishan Aggarwal, Mr. Koichi Matsuno, Mr. Eiji Kajita and Mr. Akihiro Komori has resigned on 21/09/2023 from the directorship of the company.

The provisions of Section 203 of the Companies Act, 2013 pertaining to appointment of Key Managerial Personnel are not applicable to the Company

7. STATE OF AFFAIRS

There has been no change in the nature of business of the company during the financial year ended 31st March, 2024. The revenue from operations was Rs. 1,721,760,884.00/- during the year. The Net Profit has approx. Rs. 198,757,603.00/-

8. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year under review, (10) meetings of Board of Directors of the Company were held as under

S. No	Date of Board Meeting	Directors present in the Board Meeting
1.	18/04/2023	Mr. Yuichi Nakamura Mr. Ajay Aggarwal Radhakrishan Mr. Sangam Khanna Mr. Koichi Matsuno Mr. Eiji Kajita Mr. Satoshi Mochida Mr. Shing Chi Craig Chan Mr. Akihiro Komori
2.	20/04/2023	Mr. Yuichi Nakamura Mr. Ajay Aggarwal Radhakrishan Mr. Sangam Khanna Mr. Koichi Matsuno Mr. Eiji Kajita Mr. Satoshi Mochida Mr. Akihiro Komori Mr. Shing Chi Craig Chan
3.	27/06/2023	Mr. Yuichi Nakamura Mr. Ajay Aggarwal Radhakrishan Mr. Sangam Khanna Mr. Koichi Matsuno Mr. Eiji Kajita Mr. Satoshi Mochida Mr. Shing Chi Craig Chan
4.	30/06/2023	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida Mr. Shing Chi Craig Chan
5.	21/09/2023	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida Mr. Shing Chi Craig Chan

For KOMORI INDIA PVT. LTD


Director

For KOMORI INDIA PVT. LTD

Director

6.	25/09/2023	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida Mr. Shing Chi Craig Chan Mr. Yosuke Fujimaki
7.	25/11/2023	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida Mr. Shing Chi Craig Chan Mr. Yosuke Fujimaki
8.	05/12/2023	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida Mr. Shing Chi Craig Chan Mr. Yosuke Fujimaki
9.	02/02/2024	Mr. Yuichi Nakamura Mr. Sangam Khanna Mr. Satoshi Mochida Mr. Shing Chi Craig Chan Mr. Yosuke Fujimaki
10.	28/03/2024	Mr. Yuichi Nakamura Mr. Satoshi Mochida Mr. Shing Chi Craig Chan Mr. Yosuke Fujimaki

The maximum interval between any two Board Meetings did not exceed 120(One hundred and twenty) days. The details of attendance of each Director at Board Meetings are as follows:

S. No.	Name of the Director	Board Meetings
1.	Mr. Yuichi Nakamura	Ten
2.	Mr. Ajay Aggarwal Radhakrishan	Three
3.	Mr. Sangam Khanna	Nine
4.	Mr. Koichi Matsuno	Three
5.	Mr. Eiji Kajita	Three
6.	Mr. Satoshi Mochida	Ten
7.	Mr. Shing Chi Craig Chan	Ten
8.	Mr. Akihiro Komori	Two
9.	Mr. Yosuke Fujimaki	Five

S.No.	Name of the Director	No. of Meetings held	No. of Meetings attended
1.	Mr. Yuichi Nakamura	10	10
2.	Mr. Ajay Aggarwal Radhakrishan	10	03
3.	Mr. Sangam Khanna	10	09
4.	Mr. Koichi Matsuno	10	03
5.	Mr. Eiji Kajita	10	03

For KOMORI INDIA PVT. LTD

Director

For KOMORI INDIA PVT. LTD
Director

6.	Mr. Satoshi Mochida	10	10
7.	Mr. Shing Chi Craig Chan	10	10
8.	Mr. Akihiro Komori	10	02
9.	Mr. Yosuke Fujimaki	10	04

9. CHANGE IN NATURE OF BUSINESS

There were no significant changes in the nature of the business of the Company during the period under review.

10. AUDIT

M/s. Deloitte Haskins & Sells, Chartered Accountants (FRN-015125N), was appointed as Statutory Auditors of your Company at Annual General Meeting held on 27/02/2024, for a term of consecutive five years and continue to hold the office for 5 years as originally appointed.

M/s. Deloitte Haskins & Sells, Chartered Accountants (FRN-015125N) have also given their confirmation regarding compliance of conditions prescribed under Sections 139 and 141 of the Act in regard to continuation of their term.

The report of the Statutory Auditors along with notes to Schedules is enclosed to this Report. The explanation to the observations made in the Auditors' Report has been submitted by the Board.

11. MAINTENANCE OF COST RECORDS

The Directors state that the overall turnover of the company does not exceed the limit prescribed for maintenance of Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, accordingly such accounts and records are not made and maintained by the Company.


12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your company has not directly or indirectly

- Given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials if any,
- Given any guarantee or provide security in connection with a loan to any other body corporate or person and
- Acquired by way of subscription purchase or otherwise, the securities of any other body corporate exceeding sixty percent, of its paid-up share capital, free reserve and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

For KOMORI INDIA PVT. LTD

 Director

For KOMORI INDIA PVT. LTD.

 Director

13. RELATED PARTY TRANSACTIONS

There are couple of transactions entered by the Company during the financial year with related party in the ordinary course of business and on the arm's length basis. Thus, the provisions of Section 188(1) of the Companies Act, 2013 are applicable. During the period ending 31st March, 2024, the Company has not entered into any contract/ arrangement/ transaction of material nature with any of the related parties which are in conflict with the interest of the Company. Related party disclosures are given in the notes to the financial statement. AOC -2 ANNEXED

14. TRANSFER TO RESERVES

For the period ended 31st March 2024, the Company has transferred Rs 198,757,603.00 to Reserve.

15. TRANSFER OF UNCLAIMED/ UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividend which remains unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company and shares on which dividend are unclaimed or unpaid for a consecutive period of seven years or more are liable to be transferred to IEPF. This clause is not applicable.

16. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of period to which this financial statements relate and the date of this report.

17. DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

18. DETAILS OF MONEY ACCEPTED FROM DIRECTOR

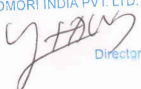
During the period under review the Company has not accepted money in the form of unsecured loan from the director or relative of the director of the Company.

19. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT

The Board has adopted the procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting record, and the timely preparation of reliable financial disclosures.

For KOMORI INDIA PVT. LTD.

Director

For KOMORI INDIA PVT. LTD.

Director

20. PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosures pertaining to

(i) Since the company employees statement showing the details of the top 10 employees in terms of remuneration drawn- Applicable and giving salary as mentioned in financial statement.

(ii) Statement showing the details of employee employed throughout the financial year and is in receipt of remuneration of Rs. 0.00/- or more, or employed for a part of the year and in receipt of Rs. 0.00/- or more a month – Mentioned employees benefits column in financial statement.

(iii) As required under Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

21. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, SWEAT EQUITY, ESOP ETC., IF ANY

The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the period under review.

22. RISK MANAGEMENT POLICY

The Board of Directors facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. At present the Company has not identified any element of risk which may threaten the existence of the Company.

23. SUBSIDIARIES/ ASSOCIATES OR JOINT VENTURES

During the period under review, no Company has become or ceased to be Subsidiary, Associates or Joint Venture of the Company.

24. SIGNIFICANT ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

There are no significant material orders passed by the Regulators/ Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

25. DETAILS OF ESTABLISHMENT OF VIGILMECHANISM, IF ANY,

The threshold limit provided under Section 177(9) read with Rule 7 of the Companies (Meeting of Board and its Power) Rule, 2014 is not applicable on the Company.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO

Information pursuant to Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo

For KOMORI INDIA PVT. LTD

須藤 淳
Director

For KOMORI INDIA PVT. LTD.

J. P. A. W.
Director

(A) **Conservation of Energy**

(i) The steps taken or impact on conservation of energy;

The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.

(ii) The steps taken by the company for utilizing alternate sources of energy; the operations of your Company are not energy intensive.

(iii) The capital investment on energy conservation equipments;-Nil

(B) **Technology absorption-**

(i) The efforts made towards technology absorption;-None

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution; - Not Applicable

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) The details of technology imported; - None

(b) The year of import; - Not Applicable

(c) whether the technology been fully absorbed; - Not Applicable

(d) If not fully absorbed, areas where absorption - Not

applicable has not taken place, and the reasons thereof; and

iv) The expenditure incurred on Research and Development. - Nil

(C) **Foreign exchange Earnings and Outgo**

During the period under review there were foreign exchange earnings of Rs.71,173,886.00 on accrual basis and outflow Rs. 12,12,395,464.00 on actual basis.

27. **DISCLOSURE IN TERMS OF VARIOUS PROVISIONS OF THE COMPANIES ACT, 2013**

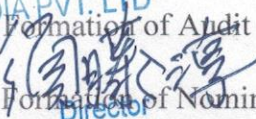
The status of the Company being a Limited Company and not having material profit/turnover/ Bank's borrowings, the provision related to

(a) Statement on declaration given by Independent Directors (Section 149)

(b) Formation of Audit Committee (Section 177)

(c) Formation of Nomination and Remuneration Committee (Section 178)

For KOMORI INDIA PVT. LTD


Director

For KOMORI INDIA PVT. LTD.


Director

- d) Undertaking formal Annual Evaluation of Board and that of its committees and the individual Directors
- e) Undertaking Secretarial Audit (Section 204) are not applicable to the Company and hence no comment is invited in this regard.

28. **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Since the company is unlisted, the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.

29. **ESTABLISHMENT OF CSR POLICY AND RELATED DISCLOSURE/ COMPLIANCES**

Corporate Social Responsibility (CSR) is an Integral Part of the Company's ethos & policy and it has been pursuing this on a sustained basis. The Company had joined hands with some NGO's, Village Panchayats, District authorities and other like-minded stake holders also collaborative partnerships are formed with the Government to educating children and arranging nutritional foods programme etc. The brief outline of Corporate Social Responsibility (CSR) Policy of Company and the initiative undertaken by the Company on CSR activities during the year set out in the CSR Report as per Corporate Social Responsibility Policy (Rule 2014).

However, the Company during current financial year has spent INR 2,600,000 in project of Social welfare named as Dnight Wings young foundation dated 18-10-2023 and in previous financial year the company had spent INR 1,150,000 in project of Socio Legal Research & education Foundation name as Dharchula Rehabilitation Program dated 10-01-2023.

30. **FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12), OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.**

The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company.

31. **DETAILS OF APPLICATION/ ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

Neither any application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.


32. **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

As Company has not done any one time settlement during the year under review hence no disclosure is required.

For KOMORI INDIA PVT. LTD


Director

For KOMORI INDIA PVT. LTD.


Director

33. ADOPTION OF MANAGEMENT REPRESENTATION LETTER FOR MATTERS RELATING TO AUDIT OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

The representation letter is provided to the Auditor in connection with audit of the internal financial controls of the Company for the financial statements of the Company for the year ended March 31 2024 is adopted by the Board of Directors of the Company in which Board Authorise M/s Deloitte Haskins & Sells for the Matters related to audit of internal financial controls over financial reporting.

34. ACKNOWLEDGEMENT

We take the opportunity to express our deep sense of gratitude to Bankers and customers for their continued guidance and support. Your directors would like to record their sincere appreciation of their dedicated efforts put in by employees across all levels in the organization, which have enabled the company to start operations. And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always placed on us.

On behalf of the Board of Directors
For **KOMORI INDIA PRIVATE LIMITED**

For KOMORI INDIA PVT. LTD


Director

Jun Sudo
(Director)
DIN: 10626453
Date: 30/09/2024
Place: Faridabad

For KOMORI INDIA PVT. LTD.


Director

Yuichi Nakamura
(Director)
09003384
30/09/2024
Japan

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF **KOMORI INDIA PRIVATE LIMITED** HELD AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE UNIT NO. 609 & 610, 6TH FLOOR UNIT NO. B-1, SSR CORPORATE PARK 1316, MATHURA ROAD, SECTOR - 27B, MATHURA ROAD FARIDABAD, HARYANA, INDIA, 121003 ON MONDAY 30th DAY OF SEPTEMBER, 2024 AT 12:00 P.M

TO AUTHORIZE TO FILE PHYSICALLY OR ELECTRONICALLY THE VARIOUS FORMS/ DOCUMENTS/ RETURNS WITH REGISTRAR OF COMPANIES, INCOME TAX DEPARTMENT, GOVERNMENT AND STATUTORY AUTHORITIES

“**RESOLVED THAT** directors of the Company be and is hereby authorised to Mr. Jun Sudo and Mr. Yuichi Nakamura for and on behalf of the company, to sign, file and submit necessary/ statutory forms, return and other documents to be submitted to the registrar of companies, income tax Department and regulatory, Government and Statutory authorities under Companies Act.2013 (including the rule and other addendum thereto) and any amendment or modification thereto and also to represent the companies before the said authorities.”

TO APPROVE RELATED PARTY TRANSACTIONS ENTERED INTO WITH RELATED PARTIES DURING THE FINANCIAL YEAR 2023-2024

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act. 2013 read with rules made thereunder and other laws as may be applicable to the company for the time being in force. Consent of the Board be and is hereby accorded to ratify and approve the related party transactions entered into the by company in accordance with the Companies Act 2013 and Indian Accounting Standards during the financial year 2023-2024 and also forming part of the financial statements for the year ended 31st March, 2024, as per the list placed in the meeting.”

RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) be and are hereby severally authorized to do all such acts, deeds and things which is necessary to file such documents with the Registrar Of Companies.”

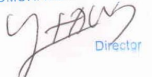
TO APPROVE THE AUDITED ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

“**RESOLVED THAT** the audited Profit & Loss account for the period ended 31st March, 2024 as placed before the board initialed by the Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) for the purpose of identification be and is hereby approved and the same is recommended to the members for adoption in the forthcoming ensuing Annual General Meeting.

RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) be and are hereby severally authorized to do all such acts, deeds and things which is necessary to file such documents with the Registrar Of Companies.”

For KOMORI INDIA PVT. LTD

For KOMORI INDIA PVT. LTD.


Director

KOMORI INDIA PRIVATE LIMITED

(CIN U72300HR2007PTC079519)

Regd. Office : Unit No. 609 & 610 on 6th Floor, SSR Corporate Park, Mathura Road, Ekta Nagar, Office Block, Faridabad 121003 Haryana

Tel: +91-0129- 4922210, E-mail: info@komori.co.jp | WEBSITE: www.komori.in

TO APPROVE THE AUDITOR'S REPORT ON THE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

“RESOLVED THAT the Auditor's report on the profit & Loss account for the period ended 31st March, 2024 and the Balance Sheet as at 31 March, 2024 as placed before the Board initiated by the directors for the purpose of identification be and is hereby approved and the same id recommended to the members for adoption in the forthcoming ensuing Annual General Meeting.

RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) be and are hereby severally authorized to do all such acts, deeds and things which is necessary to file such documents with the Registrar Of Companies.”

TAKING NOTE OF LETTER OF REPRESENTATION

The Chairman stated that the Letter of Management Representation in connection with audit of the financial statements of the Company, comprising of the Balance Sheet as at 31 March 2024, related Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of the Company as at 31 March 2024 and of the results of operations and its cash flows for the year ended on that date in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder and the accounting principles generally accepted in India. Financial Statements of the Company for the financial year ended 31st March, 2024 was given to M/s Deloitte Haskins and Sells, Chartered Accountants, Statutory Auditors of the Company was placed on the table of the meeting for perusal of the Board. The Board reviewed and took note of the same.

TO APPROVE THE DRAFT DIRECTOR'S REPORT FOR TIME YEAR ENDED 31ST MARCH, 2024

“RESOLVED THAT The Directors report of the company for the year ending 31st March, 2024 be and is hereby approved and same is signed by Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura Directors of company be and is hereby authorized to sign the same.

RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) be and are hereby jointly or severally authorized to take such steps as may be necessary in relation to the above and file such documents with the registrar of companies.”

TO AUTHORISATION TO SIGN THE ANNUAL RETURN

“RESOLVED THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) Directors be and is hereby authorize to sign the Annual Return of the company for the year ended 31st March, 2024 and to file Annual filling forms with the Registrar of Companies and do all such acts, Deeds as may be necessary to give effect the resolution.”

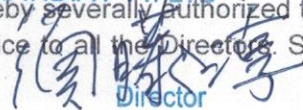
RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) be and are hereby severally authorized to sign the Annual Return of the company for the year ended 31st March, 2024 and to file Annual filling forms with the Registrar of Companies and do all such acts, Deeds as may be necessary to give effect the resolution.”

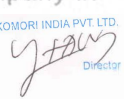
DRAFT NOTICE CONVENING THE 17TH ANNUAL GENERAL MEETING

“RESOLVED THAT 17th Annual General Meeting of the company be convened on 30th Day of September, 2024 at registered office on 02.30 P.M to transact the business mentioned in the Draft Notice as place before the Board.

RESOLVED FURTHER THAT Mr. Jun Sudo (DIN: 10626453) and Mr. Yuichi Nakamura DIN: 09003384) be and are hereby severally authorized to do all such acts, deeds and things which is necessary to issue the notice to all the Directors, Shareholders and Auditors of the Company in this regard.”

For KOMORI INDIA PVT. LTD


Director

For KOMORI INDIA PVT. LTD.

Director

Certified true copy

For **KOMORI INDIA PRIVATE LIMITED**

For **KOMORI INDIA PVT. LTD**


Director

JUN SUDO

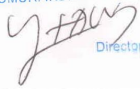
(Director)

DIN: 10626453

Date: 30/09/2024

Place: Faridabad

For KOMORI INDIA PVT. LTD.


Director

YUICHI NAKAMURA

(Director)

09003384

30/09/2024