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KOMATSU LTD  
Form 6-K  
July 05, 2002

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of July 2002

COMMISSION FILE NUMBER: 1-7239

KOMATSU LTD.

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Translation of registrant's name into English  
3-6 Akasaka 2-chome, Minato-ku, Tokyo, Japan  
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Address of principal executive offices  
Indicate by check mark whether the registrant files or will file annual reports  
under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F   
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Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No   
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If "Yes" is marked, indicate below the file number assigned to the registrant in  
connection with Rule 12g3-2(b): 82-\_\_\_\_\_

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INFORMATION TO BE INCLUDED IN REPORT  
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1. Notification of Resolution of the 133rd Ordinary General Meeting of Shareholders

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KOMATSU LTD.

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(Registrant)

Date July 5, 2002

By: /s/ Kenji Kinoshita

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Kenji Kinoshita

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(TRANSLATION)

June 26, 2002

NOTIFICATION OF RESOLUTION OF THE  
133RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS

We hereby notify you as follows concerning the matters reported and resolutions adopted at the 133rd Ordinary General Meeting of shareholders which was held today.

Item of Report: Balance Sheet as of March 31, 2002 and Business Report and Statement of Income for the 133rd business term (April 1, 2001 through March 31, 2002)

For this item, the contents of the above financial accounts were reported.

Items of Business:

1st Item of Business: Matters concerning approval of the proposed Appropriation of Profit for the 133rd business term (April 1, 2001 - March 31, 2002)

This item was approved and resolved as proposed, and the cash dividend for the current term was resolved to be payable at (Yen)3.00 per share.

2nd Item of Business: Matters concerning the Company's acquisition of its treasury shares

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This item was approved and resolved as proposed that, for the purposes of realizing a flexible management that can cope with the changing corporate environment, the Company shall, pursuant to the provisions of Article 210 of the Commercial Code, purchase the Company's ordinary shares up to a maximum of ten million shares at the total acquisition price of JPY 5 billion during the period from the close of this General Meeting of Shareholders until the close of the following ordinary general meeting of shareholders.

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3rd Item of Business: Matters concerning partial amendment of the Articles of Incorporation

This items was approved and resolved as proposed. The reason and details of the amendments of the Articles of Incorporation are set forth later.

4th Item of Business: Matters concerning the election of three directors

The following three directors were nominated and all were duly elected and assumed office: Messrs. Satoru Anzaki, Toshitaka Hagiwara and Kunihiro Komiyama.

5th Item of Business: Matters concerning the election of two statutory auditors

Messrs. Takaharu Dohi and Masafumi Kanemoto were duly elected and assumed office.

6th Item of Business: Matters concerning the issuance of share acquisition right to Directors and employees at no cost.

This item was approved and resolved as proposed that, for the purposes of raising the motivation and lifting the morale of the Directors and employees which shall contribute to the improvement of the performance of the Company, the Company shall, pursuant to the provisions of Article 280-20 and Article 280-21 of the Commercial Code, issue rights to acquire new shares at no cost to the Directors and employees in the form of stock options ("share acquisition rights"). A total of 950 rights shall be issued (the number of shares subject to one right of share acquisition rights shall be 1,000 shares.), the maximum number of ordinary shares of the Company shall be 950,000, and the amount to be paid upon exercise of the share acquisition rights shall be based on the market price of the share at the time of issuance of the share acquisition rights.

7th Item of Business: Matters concerning the payment of retirement allowance to retiring Director and Statutory Auditor.

Retirement allowance for the retiring director, Mr. Koji Ogaki, and retiring Statutory Auditor, Mr. Hiroyuki Watanabe, will be paid in reasonable amounts in accordance with the rules prescribed by the Company. Details regarding the exact amount of payment, time and method of payment, etc. shall be decided by the Board of Directors for the Director and by consultation between the Statutory Auditors for the Statutory Auditor, respectively.

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### The Reasons and Details of Amendment of the Articles of Incorporation (3rd Item of Business)

1. Reasons for amendments:
  - (1) Business objectives were added to Article 2 in order to prepare for future business diversification.
  - (2) Pursuant to the resolution of the Board of Directors Meeting held on May 2, 2000, the Company acquired for profit 10 million treasury shares and canceled all of these on May 17, 2000, therefore, "Number of Shares Authorized to be Issued" in Article 5 was decreased accordingly.
  - (3) The "Law Concerning Amendments to the Commercial Code" (Law No. 79 of 2001) was enacted on October 1, 2001 and the par value shares were integrated into non-par value shares, the provisions in relation to the number of shares in one unit (tangen) were created, and the Law Concerning Exceptions to Cancellation of Shares was abolished. In accordance with these amendments, the Company deleted the provisions concerning the par value shares (Article 6) and cancellation of shares (Article 7-2) and added new provisions concerning non-issuance of share certificate for the shares less than one unit (tangen) share (Article 7 after amendment), amended the word "unit (tan-i)" to "unit (tangen)" (in all of Article 6, Article 8 and Article 9 after amendment), and amended the provision concerning the quorum for the election of directors and statutory auditors (Article 19 and Article 29 after amendment).
  - (4) In aim of the management to promptly deal with the changing managerial environment and to flexibly establish the best management structure, the term of directors provided in Article 21 was shortened to one year.
  - (5) In view of the enactment of the "Law Concerning Amendments to the Commercial Code and the Law for Special Exceptions to the Commercial Code Concerning Audit, Etc. of Kabushiki Kaisha" (Law No. 149 of 2001) on May 1, 2002, new provisions were added in order to allow directors and statutory auditors to fully exercise their expected roles, and pursuant to Article 266, Paragraph 12 of the Commercial Code and Article 280, Paragraph 1 of the same, in order to mitigate the responsibilities of directors and statutory auditors by resolution of the Board of Directors within the statutory maximum amount (Article 27 and Article 36 after amendment).
  - (6) Other minor amendments were made accompanying the creation of new provisions and deletions of former provisions.

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### 2. Details of the amendments:

The amendments to be made are as follows:

(amendments are shown in underlines)

-----  
Before Amendment

After Amendment

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CHAPTER I.  
GENERAL PROVISIONS

Article 2. Objectives and Purposes  
The objectives and purposes of the Company shall be to engage in the following businesses:

1. Manufacture, repair, sale and purchase of construction machinery, agricultural machinery, industrial machinery, automobiles, internal combustion engines and various other machinery and equipment and parts thereof.
2. Manufacture, sale and purchase of various iron and steel goods.
3. Tempering, processing, sale and purchase of various types of iron and steel, pig-iron, ferroalloys and other special metals.
4. Manufacture, sale and purchase of various types of electric materials and equipment.
5. Manufacture, sale and purchase of various synthetic resin products.
6. Manufacture, repair, sale and purchase of various arms and parts thereof.
7. Mining industry, and sale and purchase of minerals.

CHAPTER I.  
GENERAL PROVISIONS

Article 2. Objectives and Purposes  
The objectives and purposes of the Company shall be to engage in the following businesses:

1. No change
2. No change
3. No change
4. No change
5. No change
6. No change
7. No change

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8. Designing, executing, supervising and contracting various types of civil engineering and construction work for plants, dwelling houses, and other structures.

8. No change

9. Sale and purchase of lumber, processed lumber products and various types of civil engineering and construction materials, machinery and equipment.

9. No change.

10. Sale, purchase and lease of real property.

10. No change.

New.

11. Manufacture, sale and repair of industrial waste and general waste treatment device.

New.

12. Collection, transportation,

- |   |     |   |
|---|-----|---|
|   |     | -----<br>treatment, and recycling of<br>-----<br>industrial wastes and general<br>-----<br>wastes, sale of the recycled<br>-----<br>products, and consulting on these<br>-----<br>matters.<br>----- |
| New.  | 13. | Development, creation, sales and<br>-----<br>consulting on the computer software<br>-----<br>computer systems.<br>-----   |
| New.  | 14. | Electronic commerce using networks<br>-----<br>as the internet.<br>-----  |
| New.  | 15. | Information processing and information<br>-----<br>providing service.<br>-----  |
|   | 16. | All business incidental to each<br>--- one of the preceding item.   |
| 11.   | 17. | Investing in other companies or<br>--- organization of other companies.   |
| --- All business incidental to each and<br>--- every one of the preceding item.       |     |   |
| 12.   |     |   |
| --- Investing in other companies or promoting<br>--- organization of other companies. |     |   |

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CHAPTER II. SHARES

Article 5. Number of Shares  
Authorized to be Issued

The total number of shares authorized  
to be issued by the Company shall be three  
-----  
billion nine hundred sixty five million  
-----  
(3,965,000,000) shares. Provided, however,  
-----  
this number shall be decreased accordingly  
if the shares are canceled.

CHAPTER II. SHARES

Article 5. Number of Shares  
Authorized to be Issued

The total number of shares authorized  
to be issued by the Company shall be three  
-----  
billion nine hundred fifty five million  
-----  
(3,955,000,000) shares. Provided, however,  
-----  
this number shall be decreased accordingly  
if the shares are canceled.

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Article 6. Par Value of Shares

The amount of each share having a par value issued by the Company shall be fifty yen (JPY 50).

Deleted

Article 7. One Unit (tan-i) of Shares

The number of one unit (tan-i) of shares of the Company shall be one thousand (1,000) shares.

Article 6. One Unit (tangen) of Shares

The number of one unit (tangen) of shares of the Company shall be one thousand (1,000) shares.

New

Article 7. Non-issuance of share

certificate for the shares

less than one unit

(tangen) of shares

The Company shall not issue share certificates for the shares less than the one unit (tangen) of shares, unless otherwise described in the share handling rules.

Article 7-2. Acquisition of the Company's

Shares by a Resolution of the

Board of Directors

(Deleted)

The Company can acquire for cancellation by appropriation of retained

earnings the Company's shares up to the maximum number of ninety million (90,000,000) shares pursuant to a resolution of the Board of Directors.

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Article 8. Transfer Agent

The Company shall appoint a transfer agent relating to the share.

The transfer agent and the place for providing shareholder service shall be designated by a resolution of the Board of Directors and published by the Company.

The Register of Shareholders and the Register of Beneficial Owners of the Company shall be kept at the place for shareholders service of the transfer agent. The Company shall have such transfer agent handle registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, receiving of various notifications, preparation of the Register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tan-i) of shares, and any other

services concerning shares. The Company shall not handle these services.

Article 8. Transfer Agent

The Company shall appoint a transfer agent relating to the shares.

The transfer agent and the place for providing shareholder service shall be designated by a resolution of the Board of Directors and published by the Company.

The Register of Shareholders and the Register of Beneficial Owners of the Company shall be kept at the place for shareholders service of the transfer agent. The Company shall have such transfer agent handle registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, receiving of various notifications, preparation of the Register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tangen) of shares, and any other

services concerning shares. The Company shall not handle these services.

Article 9. Share Handling Regulations

Types of shares, and the handling of registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, preparation of the register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tan-i) of shares, and any other

handling concerning shares shall be governed by the Share Handling Regulations established by resolution of the Board of Directors.

Article 9. Share Handling Regulations

Types of shares, and the handling of registration of change of holders, registration of pledge of shares, indication of shares held in trust, re-issuance of share certificates, preparation of the register of Beneficial Owners, receiving of beneficial owners' notification, purchase of shares less than one unit

(tangen) of shares, and any other

handling concerning shares shall be governed by the Share Handling Regulations established by resolution of the Board of Directors.



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CHAPTER IV.  
DIRECTORS AND BOARD OF  
DIRECTORS

Article 19. Election of Directors

Directors shall be elected at a general meeting of shareholders of the Company.

For a resolution of the election of directors, the presence of shareholders representing at least one third (1/3) or more of the shares having voting -----  
rights among the total number of shares -----  
issued and outstanding is required.  
-----

Cumulative voting shall not be used in electing directors.

CHAPTER IV.  
DIRECTORS AND BOARD OF  
DIRECTORS

Article 19. Election of Directors

Directors shall be elected at a general meeting of shareholders of the Company.

For a resolution of the election of directors, the presence of the shareholders representing at least one third (1/3) or more of the voting rights held by all the -----  
shareholders is required.  
-----

Cumulative voting shall not be used in electing directors.

-----  
Article 21. Term of Office of  
Directors

The term of office of a director shall expire at the close of ordinary general meeting of shareholders pertaining to the last settlement of accounts occurring within two (2) years after -----  
his/her assumption of office.

The term of office of a director elected to fill a vacancy shall be concurrent with the term of office of his/her predecessor.

Article 21. Term of Office of  
Directors

The term of office of a director shall expire at the Close of the ordinary general meeting of shareholders pertaining to the last settlement of accounts occurring within one (1) year after his/her -----  
assumption of office.

The term of office of a director elected to fill a vacancy shall be concurrent with the term of office of his/her predecessor.

-----  
Article 27. Indemnification of the  
-----  
Directors  
-----

The Company may exempt the director -----  
from the director's liability -----  
concerning the director's conducts -----  
pursuant to Article 266, Paragraph -----  
1, Item 5 of the Commercial Code,  
-----

(New)

by a resolution of the Board of  
-----  
Directors to the statutory maximum  
-----  
amount in accordance with the  
-----  
provisions of Article 266,  
-----  
Paragraph 12 of the Commercial  
-----  
Code.  
-----  
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CHAPTER V.  
STATUTORY AUDITORS AND THE BOARD OF STATUTORY  
AUDITORS

CHAPTER V.  
STATUTORY AUDITORS AND THE BOARD OF STAT  
AUDITORS

Article 27. Number of Statutory Auditors  
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The Company shall have no more than five (5)  
statutory auditors (Kansayaku).

Article 28. Number of Statutory Audito  
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(Only the numbering of the provision cha  
but no changes are made to the provision

Article 28. Election of Statutory Auditors  
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The statutory auditors shall be elected at a  
general meeting of shareholders of the Company.

For a resolution of the election of statutory  
auditors, the presence of shareholders  
representing at least one third (1/3) or more of  
the shares having voting rights among the total  
-----  
number of shares issued and outstanding is required.  
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Article 29. Election of Statutory Audi  
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The statutory auditors shall be elected  
general meeting of shareholders of the C

For a resolution of the election of stat  
auditors, the presence of shareholders  
representing at least one third (1/3) or  
of the voting rights held by all the sha  
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is required.

Article 29. through Article 34.  
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(Indication of the contents of the provisions are  
omitted.)

Article 30. through Article 35.  
-----

(Only the numberings of the provisions o  
but no changes are made to the provision

Article 36. Indemnification of the Statu  
-----

Auditors  
-----

(New)

The Company shall exempt the statutory a  
-----  
from its liabilities by a resolution of  
-----  
of Directors to the statutory maximum am  
-----  
accordance with the provisions of Article  
-----  
Paragraph 1 of the Commercial Code.  
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CHAPTER VI. ACCOUNTING

Article 35. through Article 39.  
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(Indication of the contents of  
the provisions are omitted.)

CHAPTER VI. ACCOUNTING

Article 37. through Article 41.  
-----

(Only the numberings of the provisions  
changed but no changes are made to the  
provisions.)

CHAPTER VII. SUPPLEMENTARY PROVISIONS

Article 40.  
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(Indication of the contents of the  
provision is omitted.)

CHAPTER VII. SUPPLEMENTARY PROVISIONS

Article 42.  
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(Only the numbering of the provision  
changed but no changes are made to the  
provision.)

Article 43.  
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Notwithstanding the provisions of  
-----  
Article 21, the terms of the directors  
-----  
elected at the General Meeting of  
-----  
Shareholders held on June 27, 2001 shall  
-----  
be until the close of the General  
-----  
Meeting of Shareholders to be held in  
-----  
year 2003. This supplementary provision  
-----  
shall be deleted after the lapse of the  
-----  
period in the preceding paragraph.  
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(New)

Sincerely yours,  
KOMATSU LTD.  
3-6, Akasaka 2-chome  
Minato-ku, Tokyo

By: Masahiro Sakane  
President and  
Representative Director

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(Reference 1)  
Directors and Statutory Auditors

At the Board of Directors meeting held after the closing of this General Meeting of Shareholders, Mr. Kunihiro Komiyama was elected as Managing Director and assumed office. Also, after the closing of this General Meeting of Shareholders, Mr. Masafumi Kanemoto was elected as Standing Statutory Auditor by mutual election of the statutory auditors and he assumed office.

Accordingly, the new composition of the directors and statutory auditors as of June 26, 2002 are as follows:

Chairman and Director	Satoru Anzaki	Director and Counsel	Tetsuya Kata
President and Representative Director	Masahiro Sakane	Director	Toshio Morik
Executive Vice President and Representative Director	Toshitaka Hagiwara	Standing Statutory Auditor	Norimichi Kit
Executive Managing Director	Kazuhiro Aoyagi	Standing Statutory Auditor	Masafumi Kan
Managing Director	Kunio Noji	Statutory Auditor	Masahiro Yos
Managing Director	Kunihiro Komiyama	Statutory Auditor	Takaharu D

(Messrs. Masahiro Yoshiike and Takaharu Dohi, each of them being a Statutory Auditor, satisfy the requirements for outside auditors provided in Article 18, Paragraph 1 of the "Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki Kaisha.")

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(Reference 2)

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### Payment of Cash Dividend for the 133rd Business Term

Cash dividends resolved in the above 1st Item of Business shall be paid in accordance with the following procedures:

1. Shareholders who have not designated a bank account or a post office savings account for the transfer of payment shall receive the payment at the local post office by presenting the "Notice of Payment by Postal Transfer" enclosed herein.
2. Shareholders who have designated a bank account or a post office savings account for the transfer of payment are requested to confirm the "Dividend Statement" and "Confirmation of the Account to which Payment will be Transferred" which are enclosed herein.

In addition, the "Business Report of 133rd Business Term" is enclosed for your information.

(Reference 3)

The disclosure of the Company's Balance Sheet and Statement of Income on the home page

Pursuant to Article 283, Paragraph 5 of the Commercial Code, the Company has decided to disclose its Balance Sheet and Statement of Income on the Company's home page instead of in the publications. Our home page address is as follows:

<http://www.komatsu.co.jp/CompanyInfo/bspl/>