

**FORM NO. MGT-7**

Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

**Annual Return**

(other than OPCs and Small Companies)

Form language: **English**

Refer the instruction kit for filing the form

**I. REGISTRATION AND OTHER DETAILS**

(i)	*Corporate Identification Number (CIN) of the company	:	<b>U24100TG2013PTC091502</b>
	Global Location Number (GLN) of the company	:	
	*Permanent Account Number (PAN) of the company	:	<b>AAECV6642E</b>
(ii)	(a) Name of the company	:	<b>NICHINO INDIA PRIVATE LIMITED</b>
	(b) Registered office address	:	<b>A-24/25, APIE., Balanagar, Hyderabad 500037, Telangana State, India</b>
	(c) *email-ID of the company	:	<a href="mailto:harinath@nichino.co.in">harinath@nichino.co.in</a>
	(d) *Telephone number with STD code	:	<b>04023772502</b>
	(e) Website	:	<b>www.nichinoindia.com</b>
(iii)	Date of Incorporation	:	<b>05/12/2013</b>

(iv)

Type of Company	Category of the Company	Sub-category of the Company
Private Company	Company Limited by Shares	Indian Non-Government company

- (v) Whether company is having share capital : **Yes**
- (vi) \*Whether shares listed on recognized Stock Exchange(s) : **No**
- (vii) \*Financial year : **From 01/04/2022 to date 31/03/2023**
- (viii) \*Whether Annual General Meeting (AGM) held:
- (a) If yes, date of AGM : **:to be held on or before 31<sup>th</sup> August 2023**
- (b) Due date of AGM: **: 30<sup>th</sup> September, 2023**
- (c) Whether any extension for AGM granted: **:No**
- (d) If yes, provide the Service Request Number (SRN) of the application form filed for extension: **:Not applicable**
- (e) Extended due date of AGM after grant of extension **:Not applicable**
- (f) Specify the reasons for not holding the same **:Not applicable**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

\*Number of business activities : 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C8	Chemical and chemical products, pharmaceuticals, medicinal chemical	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**

\*No. of Companies for which information is to be given: 1

Sl. No.	Name of the Company	CIN/FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	Nihon Nohyaku Co., Ltd	N.A.	Holding	99.999

**IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY****(i) \*SHARE CAPITAL****a) Equity share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	25,00,000	4,36,448	4,36,448	4,36,448
Total amount of equity shares (in rupees)	2,50,00,000	43,64,480	43,64,480	43,64,480

Number of classes	1			
Class of shares :	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	25,00,000	4,36,448	4,36,448	4,36,448
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,50,00,000	43,64,480	43,64,480	43,64,480

**b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	-	-	-	-
Total amount of preference shares (in rupees)	-	-	-	-

**Number of classes: 0**

Class of shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	-	-	-	-
Nominal value per share (in rupees)	-	-	-	-
Total amount of preference shares (in rupees)	-	-	-	-

**c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	-



(i) ISIN of the equity shares of the Company: **INE016S01010**

(ii) Details of stock split/consolidation during the year (for each class of shares): **Nil**

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	-	-	-
	Face value pershare	-	-	-
After split / consolidation	Number of shares	-	-	-
	Face value pershare	-	-	-

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)\* : **Nil**  
 [Details being provided in a CD/Digital Media] : **No**

Separate sheet attached for details of transfers : **No**

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be given

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>	
Ledger Folio of Transferor <input type="text"/>				
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee <input type="text"/>				
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	<b>NIL</b>		
Partly convertible debentures			
Fully convertible debentures			
<b>Total</b>			

**Details of debentures**

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	<b>NIL</b>			
Partly convertible debentures				
Fully convertible debentures				

(v) **Securities (other than shares and debentures) : Nil**

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>NIL</b>					
Total					

(vi) \***Turnover** and net worth of the company (as defined in the Companies Act, 2013)

<b>Turn over</b>	<b>782,97,09,607</b>
<b>Net worth of the Company</b>	<b>256,74,89,994</b>

**VI.(a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian(NRI)	0	0	0	0
	(iii) Foreign national (otherthan NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Governmentcompanies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	436448	100	0	0
10.	Other	0	0	0	0
	<b>Total</b>	<b>438448</b>	<b>100</b>	0	0

**Total number of shareholders (promoters): 2**

**(b) SHARE HOLDING PATTERN – Public/Other than promoters**

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian(NRI)	0	0	0	0
	(iii) Foreign national (otherthan NRI)	0	0	0	0
2	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Governmentcompanies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial Institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Body Corporate (not mentioned above)	0	0	0	0
9	Others-				
	Foreign Portfolio Investor (Individuals),	0	0	0	0
	Alternative Investment Fund	0	0	0	0
	Global Depository Receipt (GDR)	0	0	0	0
	OCBs/Foreign Companies	0	0	0	0
	Trust	0	0	0	0
	Unit Trust of India	0	0	0	0
	IEPF	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total number of Shareholders other than Promoters</b>		<b>Nil</b>			
<b>Total number of Shareholders (Promoters + Public)</b>		<b>2</b>			

(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the Company: Nil

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Nil					

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

Details	At the beginning of the year	At the end of theyear
Promoters	2	2
Members (other than promoters)	-	-
Debenture holders	-	-

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directorsat the end of the year		Percentage of shares held by directors as At the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	4	1	4	0	0
<b>B. Non-Promoter</b>	3	1	1	2	0	0
(i) Non-Independent	3	1	1	2	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investinginstitutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	4	5	2	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: **8**

**B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Naohiro Tomooka	08946144	Chairman and Managing Director	0	
Dharnish Gopalkrishna Shetty	08688623	Whole Time Director	0	
Mahendra Uday Bhalerao	01876185	Director	0	
Anurag Surana	00006665	Director	0	12-05-2023
Yoshitaka Taniyama	08946423	Director	0	
Kazuhiko Motoba	08948640	Director	0	
Masakazu Kawamura	09151188	Director	0	
Shiro Takahashi	09686796	Director	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year :**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment / Change in designation / Cessation)
Sivarama Gopal Kondagunturi	08097322	Whole Time Director	30-04-2022	Resigned
Sivarama Gopal Kondagunturi	08097322	CFO	30-04-2022	Resigned
Mahendra Uday Bhalerao	01876185	Whole Time Director	16-05-2022	Re-appointment
Hiroyuki Iwata	08945304	Director	22-06-2022	Resigned
Naohiro Tomooka	08946144	Chairman and Managing Director	23-06-2022	Re-designation
Shiro Takahashi	09686796	Addl Director	20-09-2022	Appointment
Shiro Takahashi	09686796	Director	29-09-2022	Appointed as Director not liable to rotation at the AGM held on 29-09-2022
Mahendra Uday Bhalerao	01876185	Director	31-12-2022	Ceased to be WTD
Dharnish Gopalkrishna Shetty	08688623	Whole Time Director	02-02-2023	Re-appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD /COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**

Number of meetings held 2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total share holding
Annual general meeting	29-09-2022	2	2	100%
Extra-ordinary general meeting	02-02-2023	2	2	100%

**B. Board Meetings****Number of Meetings Held: 5**

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28 <sup>th</sup> April 2022	9	6	66.67%
2	17 <sup>th</sup> June 2022	8	8	100%
3	20 <sup>th</sup> September 2022	8	6	75%
4	24 <sup>th</sup> November 2022	8	7	87.50%
5	2 <sup>nd</sup> February 2023	8	5	62.50%

**C. Committee Meetings****Number of Meetings Held: 2**

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Corporate social responsibility	2 <sup>nd</sup> February 2023	4	4	100%

**C. \* ATTENDANCE OF DIRECTORS**

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 29-09-2022 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Hiroyuki Iwata	2	2	80%	-	-	-	-
2	Naohiro Tomooka	5	5	100%	1	1	100%	Yes
3	Sivarama Gopal Kondagunturi	1	1	100%	-	-	-	-
3	Dharnish Gopalkrishna Shetty	5	4	80%	1	1	100%	Yes
5	Mahendra Uday Bhalerao	5	5	100%	1	1	100%	Yes
6	Anurag Surana	5	2	40%	-	-	-	-
7	Yoshitaka Taniyama	5	3	60%	-	-	-	-
8	Kazuhiko Motoba	5	5	100%	1	1	100%	-
9	Masakazu Kawamura	5	3	60%	-	-	-	-
10.	Shiro Takahashi	3	2	66.67%				

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 4

S. No	Name	Designation	Gross salary	Comm - ission	Stock Option/ Sweat equity	Others (Incl Sitting fees)	Total Amount
1	Naohiro Tomooka	Chairman and Managing Director	29,27,983	-	-	33,336	29,61,319
2	Mahendra Uday Bhalerao	Whole time Director	1,02,98,637	-	-	11,24,246	1,14,22,883
3	Dharnish Gopalkrishna Shetty	Whole time Director	1,48,33,344	-	-	27,780	1,48,61,124
4	Sivarama Gopal Kondagunturi	Whole time Director	48,53,984	-	-	5,556	48,59,540
Total			3,29,13,948	-	-	11,90,918	3,41,04,866

Note : The remuneration paid to Mr. Sivarama Gopal Kondagunturi for the capacity as Whole time Director and Chief financial officer and there is no separate remuneration for the position of Chief financial officer.

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross salary	Comm - ission	Stock Option/ Sweat equity	Others	Total Amount
1	Sivarama Gopal Kondagunturi	Chief Financial Officer	-	-	-	-	-
Total			-	-	-	-	-

Note : The remuneration paid to Mr. Sivarama Gopal Kondagunturi for the capacity as Whole time Director and Chief financial officer and there is no separate remuneration for the position of Chief financial officer.

C. Number of other directors whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross salary	Comm - ission	Stock Option/ Sweat equity	Others (Sitting fees)	Total Amount
1	Anurag Surana	Director	-	-	-	11,112	5,556
Total			-	-	-	11,112	5,556

Note : The following Directors have sent an e-mail communication for foregone of sitting fees for attending Board / Committee meetings.

- 1) Mr.Hiroyuki Iwata
- 2) Mr.Yoshitaka Taniyama
- 3) Dr. Kazuhiko Motoba
- 4) Mr.Masakazu Kawamura
- 5) Mr.Shiro Takahashi

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

A. \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year: **Yes**

B. If No, give the reasons/observations: **NA**

**XII. PENALTY AND PUNISHMENT – DETAILS THEREOF**

A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS / OFFICERS : **NIL**

B) DETAILS OF COMPOUNDING OF OFFENCES : **NIL**

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment : NO (List of share holders mentioned below)**

Sl. No.	Ledger Folio No	Transferor's name	Address of the Shareholder	No of Shares held
1	HCL 044	M/S.NIHON NOHYAKU CO., LTD.	19-8, Kyobashi 1-Chome, Chuo ku, Tokyo, Japan 104-8386	4,36,444
2	HCL 045	M/s.NICHINO SERVICE CO., LTD	19-8, Kyobashi 1-Chome, Chuo ku, Tokyo, Japan 104-8386	4
			<b>TOTAL :-</b>	<b>4,36,448</b>

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8

Name : Devata Sri Manikya Ram  
Whether Associate or Fellow: Associate  
Certificate of Practice number: 4239

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

## DECLARATION

I am authorised by the Board of Directors of the company vide resolution no.2.17 dated **25<sup>th</sup> August 2023** to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

### Notes:

The above Annual Return (MGT-7) is prepared as on March 31, 2022 as per the new format prescribed the Companies (Management and Administration) Amendment Rules, 2021. Annual General Meeting (AGM) is scheduled on September 26, 2022. MGT-7 is subject to verification/certification by the Practicing Company Secretary only after the AGM, and issuance of compliance certificate in MGT -8. The necessary attachment and certification of the e-form no. MGT-7 would be done after AGM. The Company would replace the uploaded version of e- form no. MGT-7 with MCA, with this version, upon filing with MCA.