

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)
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Form language: **English**
Refer the instruction kit for filing the form

I. REGISTRATION AND OTHER DETAILS

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

(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 01/04/2023 to date 31/03/2024**
- (viii) *Whether Annual General Meeting (AGM) held:
- (a) If yes, date of AGM : **:to be held on or before 31th August 2024**
- (b) Due date of AGM: **: 30th September, 2024**
- (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	-

d) Break-up of paid-up share capital

Class of Shares	Number of Shares			Total Nominal Amount	Total Paid-up Amount	Total Premium
	Physical	DEMAT	Total			
Equity Shares						
At the beginning of the year - As of 01-04-2023	50,509	3,85,939	4,36,448	43,64,480	43,64,480	0
Increase during the year						
i. Public Issues	0	0	0	0	0	0
ii. Rights Issue	0	0	0	0	0	0
iii. Bonus Issue	0	0	0	0	0	0
iv. Private Placement / Preferential Allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat Equity Shares allotted	0	0	0	0	0	0
vii. Conversion of Preference Shares	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs / ADRs	0	0	0	0	0	0
x. Others, specify	0	0	0	0	0	0
Decrease during the year						
xi. Buy-back of Shares	0	0	0	0	0	0
xii. Shares Forfeited	0	0	0	0	0	0
xiii. Reduction of Share Capital	0	0	0	0	0	0
xiv. Other, Specify	0	0	0	0	0	0
At the end of the year- As of 31-03-2024	50,509	3,85,939	4,36,448	43,64,480	43,64,480	0
Preference Shares						
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
i. Issues of Shares	0	0	0	0	0	0
ii. Re-issue of forfeited Shares	0	0	0	0	0	0
iii. Others, Specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Redemption of Shares	0	0	0	0	0	0
ii. Shares Forfeited	0	0	0	0	0	0
iii. Reduction of Share Capital	0	0	0	0	0	0
iv. Others, Specify	0	0	0	0	0	0
At the end of the year	0	0	0	0	0	0

(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	NIL		
Partly convertible debentures			
Fully convertible debentures			
Total			

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 end of the year
Non-convertible debentures	NIL			
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
NIL					
Total					

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

Turn over	795,57,93,503
Net worth of the Company	261,71,09,865

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
	Total	436448	100	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
	Total	0	0	0	0
Total number of Shareholders other than Promoters		Nil			
Total number of Shareholders (Promoters + Public)		2			

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

Name of theFII	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 the year
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 directors at 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
A. Promoter	1	4	1	4	0	0
B. Non-Promoter	1	2	2	1	0	0
(i) Non-Independent	1	2	2	1	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors Representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	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
Total	2	6	3	5	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	
Venkat Sai	08976504	Whole Time Director	0	
Mahendra Uday Bhalerao	01876185	Director	0	
Yoshitaka Taniyama	08946423	Director	0	
Kazuhiko Motoba	08948640	Director	0	
Shiro Takahashi	09686796	Director	0	
Hideki Nakayama	10246445	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)
Anurag Surana	00006665	Director	12-05-2023	Resignation
Venkat Sai	08976504	Additional Director	12-05-2023	Appointment
Venkat Sai	08976504	Whole Time Director	12-05-2023	Appointment
Hideki Nakayama	10246445	Additional Director	25-07-2023	Appointment
Venkat Sai	08976504	Director	31-08-2023	Appointed as a Director not liable to rotation at the AGM held on 31-08-2023
Hideki Nakayama	10246445	Director	31-08-2023	Appointed as a Director not liable to rotation at the AGM held on 31-08-2023
Masakazu Kawamura	09151188	Director	28-03-2024	Resigned as a Director with effect from 31-03-2024

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD /COMMITTEES OF THEBOARD 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	31-08-2023	2	2	100%
Extra-ordinary general meeting	22-02-2024	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	12 th May 2023	9	7	77.78%
2	25 th August 2023	9	9	100%
3	21 st September 2023	9	7	77.78%
4	29 th November 2023	9	9	100%
5	22 nd February 2024	9	9	100%

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	22 nd February 2024	4	4	100%

D. *ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 31-08-2023 (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	Naohiro Tomooka	5	5	100%	1	1	100%	Yes
2	Dharnish Gopalkrishna Shetty	5	5	100%	1	1	100%	Yes
3	Venkatsai	5	5	100%	-	-	-	Yes
4	Mahendra Uday Bhalerao	5	4	80%	1	1	100%	Yes
5	Anurag Surana	1	0	-	-	-	-	-
6	Yoshitaka Taniyama	5	5	60%	-	-	-	-
7	Kazuhiko Motoba	5	5	100%	1	1	100%	-
8	Masakazu Kawamura	5	5	100%	-	-	-	-
9	Shiro Takahashi	5	5	100%	-	-	-	-
10	Hideki Nakayama	4	4	100%				

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: **3**

S. No	Name	Designation	Gross salary	Comm - ission	Stock Option/ Sweat equity	Others (Sitting fees)	Others if any	Total Amount
1	Naohiro Tomooka	Chairman and Managing Director	33,82,509	-	-	33,336	-	34,15,845
2	Dharnish Gopalkrishna Shetty	Whole time Director	146,32,624	-	-	33,336	-	1,46,65,960
3	Venkatsai	Whole time Director	89,66,024	-	-	27,780	-	89,93,804
Total			2,69,81,157	-	-	94,452	-	2,70,75,609

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered: **0**

S. No.	Name	Designation	Gross salary	Comm - ission	Stock Option/ Sweat equity	Others	Others if any	Total Amount
Total								

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)	Others Advisory service fee	Total Amount
1.	Mahendra Uday Bhalerao	Director	-	-	-	27,780	56,44,095	56,71,875
Total			-	-	-	27,780	56,44,095	56,71,875

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

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

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
TOTAL :-				4,36,448

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 Maniky 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 referenceto 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 securitiesof 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 second proviso to clause (ii) of sub-section (68) of section 2 of the Act arenot 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.3.18 dated 22nd August 2024 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

List of attachments

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, 2024 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.