

FORM NO. MGT-7

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



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U11103DL2006PTC154131

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABC15684A

(ii) (a) Name of the company

IDEMITSU LUBE INDIA PRIVATE

(b) Registered office address

603 6th Floor
Eros Corporate Tower Nehru Place
New Delhi
Delhi
110019

(c) *e-mail ID of the company

ashish.rohatgi.0010@idemitsu.

(d) *Telephone number with STD code

01130823600

(e) Website

(iii) Date of Incorporation

20/09/2006

Type of the 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 No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	C5	Coke and refined petroleum products	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Idemitsu Kosan Co. Ltd		Holding	99.99

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	160,000,000	154,890,000	154,890,000	154,890,000
Total amount of equity shares (in Rupees)	1,600,000,000	1,548,900,000	1,548,900,000	1,548,900,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<input type="text"/>				
Number of equity shares	160,000,000	154,890,000	154,890,000	154,890,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,600,000,000	1,548,900,000	1,548,900,000	1,548,900,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

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	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	154,890,000	1,548,900,000	1,548,900,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0

viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	154,890,000	1,548,900,000	1,548,900,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	0	0	0	

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

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(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]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes 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 shown.

Date of the previous annual general meeting		30/09/2019	
Date of registration of transfer (Date Month Year)		18/12/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,000	Amount per Share/ Debenture/Unit (in Rs.)	10,000
Ledger Folio of Transferor	4		
Transferor's Name	Pte. Ltd.	Singapore	Idemitsu Lube
	Surname	middle name	first name
Ledger Folio of Transferee	5		
Transferee's Name	Pte. Ltd.	Asia Pacific	Idemitsu Lube
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
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) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			334,176,489
Deposit			0
Total			334,176,489

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	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

8,026,306,608

(ii) Net worth of the Company

2,686,083,692

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	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	154,890,000	100	0	
10.	Others		0	0	
	Total	154,890,000	100	0	0

Total number of shareholders (promoters)

2

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

2

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	0	0

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	0	0	0	0	0	0
B. Non-Promoter	2	0	3	0	0	0
(i) Non-Independent	2	0	3	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & 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	0	3	0	0	0

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

4

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KOHEI UEDA	08099146	Managing Director	0	
YOSHITAKASHIRAGA	08154132	Managing Director	0	
HIROSHI KONO	08404235	Managing Director	0	
ASISH ROHATGI	AAGPR2490H	Company Secretar	0	

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

3

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)
HIROSHI KONO	08404235	Additional director	03/04/2019	Appointment
HIROSHI KONO	08404235	Managing Director	03/04/2019	Appointment
HIROSHI KONO	08404235	Managing Director	30/09/2019	Regularized as Director at AGM

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2019	2	2	100

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2019	2	2	100
2	24/04/2019	3	3	100
3	28/05/2019	3	3	100
4	06/06/2019	3	2	66.67
5	26/06/2019	3	2	66.67
6	17/07/2019	3	3	100
7	05/09/2019	3	3	100
8	30/09/2019	3	3	100
9	18/12/2019	3	3	100
10	03/02/2020	3	3	100
11	17/03/2020	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR Committee	01/04/2019	2	2	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	CSR Committee	24/04/2019	3	3	100
3	CSR Committee	05/09/2019	3	3	100
4	CSR Committee	18/12/2019	3	3	100
5	CSR Committee	03/02/2020	3	3	100
6	CSR Committee	17/03/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	KOHEI UEDA	11	11	100	6	6	100	Yes
2	YOSHITAKAS	11	10	90.91	6	6	100	Yes
3	HIROSHI KON	10	9	90	5	5	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KOHEI UEDA	Managing Director	14,144,938	0	0	0	14,144,938
2	YOSHITAKASHIRA	Deputy Managing Director	12,577,071	0	0	0	12,577,071
3	HIROSHI KONO	Deputy Managing Director	6,444,674	0	0	0	6,444,674
	Total		33,166,683	0	0	0	33,166,683

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASISH ROHATGI	Company Secretary	7,985,656	0	0	0	7,985,656

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		7,985,656	0	0	0	7,985,656

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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 No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

Rajiv Kumar Adlakha

Whether associate or fellow

Associate Fellow

Certificate of practice number

3508

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 all the 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 the 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 a 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 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. ... dated

(DD/MM/YYYY) 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

 Digitally signed by Kohei Ueda
Date: 2020.11.24
16:02:26 +05'30'

DIN of the director

08099146

To be digitally signed by

 Digitally signed by Asish Rohatgi
Date: 2020.11.24
16:02:52 +05'30'

Company Secretary

Company secretary in practice

Membership number

11382

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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Equity Shareholders.pdf MGT-8_Signed.pdf UDIN_MGT-8.pdf

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

Kindly refer Clause XIII of MGT-7 for the Financial Year ended 31.03.2020

Complete List of Equity Members as on 31.03.2020

SL	Folio No.	Name & Address of Member	DP ID-Client ID No.	No. of Shares	Amount (Rs.)	% of shareholding
1.	3	Idemitsu Kosan Co. Ltd 1-1, Marunouchi, 3-Chome, Chiyoda KU, Tokyo, 100- 8321, Japan	-	154,889,000	1,54,88,90,000	99.9994%
2.	4	Idemitsu Lube Asia Pacific Pte Ltd 31 International Business Park, #05-03/ 04, Singapore 609 921	-	1,000	10,000	0.0006%
	TOTAL		-	154,890,000	1,54,89,00,000	100.00%

For Idemitsu Lube India Private Limited

(Asish Rohatgi)

Head & Company Secretary

ACS: A11382

Address: M- 13/27, 2nd Floor, DLF Phase-II,
Gurgaon – 122 002 (Haryana)

Date: 24.11.2020

Place: New Delhi

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I/We have examined the registers, records and books and papers of **Idemitsu Lube India Limited/Private Limited** ("the Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on 31st March, 2020 (from 1st April, 2019 to 31st March, 2020). In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the Company, its officers and agents, I/~~we~~ certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. During the aforesaid Financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act; *Private Limited Company*
2. maintenance of registers/ records & making entries therein within the time prescribed therefor;

Detail of registers/ records maintained is annexed and marked as "Annexure - A".

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/ beyond the prescribed time;

Detail of Forms filed is annexed herewith and marked as "Annexure - B".

4. calling/ convening/ holding of Meetings of Board of Directors or its committees, if any and the Meetings of the Members of the Company on due dates as stated in the annual return in respect of which Meetings, proper notices were given and the proceedings including the circular resolutions and ~~resolutions passed by postal ballot, if any,~~ have been properly recorded in the Minute Book/ Registers maintained for the purpose and the same have been signed;

Board Meeting & Resolution through Circulation (RBC)

During the Financial Year 2019-20, the Board of Directors has met Eleven times i.e., on 01.04.2019, 24.04.2019, 28.05.2019, 06.06.2019, 26.06.2019, 17.07.2019, 05.09.2019 (which was adjourned and held again on 09.09.2019 and Mr. Hiroshi





Kono sought leave of absence from the adjourned Meeting), 30.09.2019, 18.12.2019, 03.02.2020, 17.03.2020. 2/10

Further, during the Financial Year 2019-20, the Company has passed the following Resolutions through circulation:

Resolution by Circulation (RBC)	Date of Approval	Date of next Board Meeting wherein RBC(s) were recorded
RBC No. 18	16.05.2019	28.05.2019
RBC No. 19	04.12.2019	18.12.2019
RBC No. 20	20.01.2020	03.02.2020

CSR Committee Meeting

During the Financial Year 2019-20, the Members of the CSR Committee have met six times i.e., on 01.04.2019, 24.04.2019 and 05.09.2019, 18.12.2019, 03.02.2020, 17.03.2020.

General Meeting

During the Financial Year 2019-20, no Extra Ordinary General Meeting of the Members of the Company was held.

During the Financial Year 2019-20, the Annual General Meeting of the Members of the Company was held on 30th day of September, 2019.

5. closure of Register of Members/ Security holders, as the case may be; *Not applicable*
6. advances/ loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act; *Not Applicable*
7. contracts/ arrangements with related parties as specified in Section 188 of the Act;

All contracts/ arrangements/ transactions entered by the Company during the Financial Year ended 31st March, 2020 with the related parties as disclosed in accordance with AS-18 in the Balance Sheet are carried out in the ordinary course of business and on an arm's length basis and further none of these related party qualify under the definition of Sec 2(76) of Companies Act, 2013 and therefore the provisions of Sec 188 read with Section 2(76) of Companies Act, 2013 are not applicable. List of Transactions entered with Related Parties at arm's length basis is annexed herewith and marked as "Annexure - C".

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;





During the Financial Year 2019-20, 1,000 (One Thousand) Equity Shares of Rs.10/- each held by Idemitsu Lube (Singapore) Pte Ltd in physical mode were transferred to Idemitsu Lube Asia Pacific Pte. Ltd on 18th December, 2019. 3/10

Further, there is no issue or allotment or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares or securities.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; *Not applicable.*
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; *Not applicable*
11. signing of audited Financial Statement as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the Financial Year under review following corporate actions have taken place:

The Board of Directors at its Meeting held on 1st April, 2019, appointed Mr. Hiroshi Kono as an Additional Director and Deputy Managing Director of the Company for a period of 3 years commencing from 03rd day of April 2019 to 2nd April, 2022.

At the above said Meeting the resolution was also passed for the remuneration to be paid to Mr. Hiroshi Kono effective from 3rd April, 2019.

All Directors submitted their disclosure of interest as at the beginning of the Financial Year in Form MBP-1 pursuant to the provisions of Section 184(1) of the Companies Act 2013 read with rule 9 of the Companies (Meeting of the Board and its power) Rule 2014 and further MBP-1 of Mr. Hiroshi Kono submitted was noted by the Board of Directors at its Meeting held on 24th day of April, 2019, i.e., the 1st Meeting which he attended post his appointment.

13. appointment/ reappointment/ ~~filling up casual vacancies~~ of auditors as per the provisions of Section 139 of the Act;

At the Annual General Meeting held on 30th Day of September 2019, the Company had re-appointed M/s Deloitte Haskins & Sells, Chartered Accountants, having Firms Registration No. 117364W, as the Statutory Auditors of the Company for a period of





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four years i.e., from the Financial Year 2019-20 up to the Financial Year 2022-23 and Relevant E-form ADT-1 was filed vide SRN R04321048 dated 14th October, 2019.

As pursuance to the Companies Amendment Act, 2017, the first proviso to Section 139(1) of the Companies Act, 2013 has been omitted vide notification dated 7th May, 2018. Accordingly, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants will not be ratified at the Annual General Meetings to be held in subsequent Financial Years during the Financial Year 2022-23.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; *Not applicable*
15. acceptance/ renewal/ repayment of deposits; *Not applicable*
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ ~~satisfaction~~ of charges in that respect, wherever applicable;

The Company has not borrowed any loan from its Directors, Members, Public Financial Institutions, Banks and others during the Financial Year 2019-20. However, the Company continues with an unsecured loan (ECB) granted by its holding Company in 2011 under the erstwhile provisions of Companies Act, 1956 and the same continues to subsist in the Financial Statement of the Company from December, 2011 till date.

Further, no charges were created/ modified or satisfied during the Financial Year 2019-20.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; *Not applicable.*
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; *During the Financial Year the Company has not altered its Memorandum of Association and/ or Articles of Association.*

Signature:

(Rajiv Kumar Adlakha)

Partner; Adlakha and Adlakha Associates

ACS: 8388; C.P.No.:3508

UDIN: A008388B001295388

Place: Gurgaon
Date: 24.11.2020

Note: The qualification, reservation or adverse remarks, if any, may be stated at the relevant place(s).





Annexure "A"

Detail of Registers/ records maintained by Idemitsu Lube India Private Limited

- (a) Register of Directors and key Managerial Personnel with their Shareholding;
- (b) Register of Members;
- (c) Register of Transfer;
- (d) Minutes Book for Board of Directors Meeting(s);
- (e) Minutes Book for Corporate Social Responsibility Committee (CSR) Meeting(s);
- (f) Minutes Book for General Meeting of Member(s);
- (g) Attendance Register for Board of Directors Meeting(s);
- (h) Attendance Register for CSR Committee Meeting(s);
- (i) Attendance Register for Members Meeting(s);
- (j) Seal Book;
- (k) Fixed Asset Register in electronic form.

Signature:

(Rajiv Kumar Adlakha)

Partner, Adlakha and Adlakha Associates

ACS: 8388; C.P. No.:3508

Place: Gurgaon
Date: 24.11.2020





Annexure "B"
Idemitsu Lube India Private Limited
Detail of Forms filed from 01.04.2019 to 31.03.2020

S. No.	Date of Board Meeting ("BM")/ General Meeting ("GM")	Purpose/ Matter	Form	SRN & Date	Filed within time or Delay
1.	01.04.2019 (BM)	For Resignation of Toshiaki Kusaba as a Managing Director & Director with effect from 28.03.2019 and appointment of Mr. Hiroshi Kono as an Additional Director with effect from 03.04.2019	DIR-12	SRN: H52023124 Dated: 17.04.2019	Within Time
2.	01.04.2019 (BM)	For Appointment of Mr. Hiroshi Kono as Deputy Managing Director with effect from 03.04.2019	MGT-14	SRN: H52400686 Dated: 18.04.2019	Within Time
3.	01.04.2019 (BM)	For change in designation of Mr. Hiroshi Kono as Deputy Managing Director with effect from 03.04.2019	DIR-12	SRN: H53712691 Dated: 22.04.2019	Within Time
4.	Not Applicable	Active Company tagging identities and verification	INC-22A	SRN: H59943076 Dated: 20.05.2019	
5.	Not Applicable	MSME (Initial)	MSME Form I	SRN: H61096665 Dated: 28.05.2019	Within Time
6.	Not Applicable	MSME (Annual)	MSME Form I	SRN: H61320966 Dated: 29.05.2019	Within Time
7.	Not Applicable	MSME half yearly Return for period 01.10.2020 to 31.03.2020	MSME Form I	SRN: H61320966 Dated: 29.05.2019	Within Time



CONTINUATION SHEET



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8.	Not Applicable	Form for filing of One time Return for disclosure of details of outstanding money or loan received by Company.	DPT-3	SRN: H69155281 Dated: 27.06.2019	Within Time
9.	Not Applicable	Form for filing of particular of transactions by company not considered as deposit.	DPT-3	SRN:H69161180 Dated: 27.06.2019	Within time
10.	Not Applicable	For Intimation of change in Address of Hiroshi Kono.	DIR-6	SRN: H86733300 Dated: 04.09.2019	
11.	Not Applicable	For Intimation of change in address of Kohei Ueda.	DIR-6	SRN: : H86732856 Dated: 04.09.2019	
12.	Not Applicable	For Intimation of change in address of Yoshitaka Shiraga.	DIR-6	SRN:H87172771 Dated:06.09.2019	Within Time
13.	Not Applicable	For KYC of Yoshitaka Shiraga	DIR-3-KYC	SRN: H90447624 Dated: 17.09.2019	Within Time
14.	Not Applicable	For KYC of Kohei Ueda.	DIR-3-KYC	SRN: H91752667 Dated: 20.09.2019	Within Time
15.	Not Applicable	For KYC of Hiroshi Kono.	DIR-3-KYC	SRN: H91750554 Dated: 20.09.2019	Within time
16.	05.09.2019	For Revision in remuneration of Kohei Ueda and Yoshitaka Shiraga.	MGT-14	SRN: H93576775 Dated: 24.09.2019	Within Time
17.	05.09.2019	Form filed for Intimation of appointment of M/s Y. R. Doshi & Associates as the Cost Auditors of the Company.	CRA-2	SRN: H94700820 Dated: 26.09.2019	Within Time



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18.	05.09.2019	Form filed for Cost Audit Report.	CRA-4	SRN: H95230652 Dated: 26.09.2019	Within time
19.	30.09.2019 (Annual General Meeting 2018-19)	Form filed for re-appointment of M/S Deloitte Haskins and Sells as Statutory Auditor.	ADT-1	SRN: R04321048 Dated: 14.10.2019	Within Time
20.	30.09.2019 (Annual General Meeting 2018-19)	For Regularization of Mr. Hiroshi Kono as Director of the Company	MGT-14	SRN: R07947377 Dated: 24.10.2019	Within Time
21.	30.09.2019 (Annual General Meeting 2018-19)	For filing audited Financial Statement for the Financial Year ended 31 st March, 2019	AOC-4 XBRL	SRN: R08304149 Dated: 25.10.2019	Within Time
22.	30.09.2019 (Annual General Meeting 2018-19)	Annual Return for the Financial Year ended 31 st March, 2019	MGT-7	SRN: R23346356 Dated: 11.12.2019	Within Time

Signature:

(Rajiv Kumar Adlakha)

Partner; Adlakha and Adlakha Associates
ACS: 8388; C.P. No.:3508Place: Gurgaon
Date: 24.11.2020



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Annexure "C"
Details of material contracts or arrangement or transactions
Entered with Related Parties at arm's length basis

Name(s) of the related party and nature of relationship	Transactions		
	Nature	Duration	Value (in Rs.)
Income			
Idemitsu Kosan Co. Ltd	Service Income	April 19 to March 20	561,241
Idemitsu Lube Asia Pacific Pte Ltd	Service Income	April 19 to March 20	15,272,986
Idemitsu Kosan Co. Ltd	Other Income	April 19 to March 20	57,803
Idemitsu Kosan Co. Ltd	Sales	April 19 to March 20	2,076,456
Idemitsu Lube Asia Pacific Pte Ltd	Sales	April 19 to March 20	158,617,050
Idemitsu Lube Middle East & Africa FZE	Sales	April 19 to March 20	87,040,370
Total			263,625,906
Expenditure			
Idemitsu Kosan Co. Ltd	Royalty expense	April 19 to March 20	379,159,771
Idemitsu Kosan Co. Ltd	Printing and Stationary expense	April 19 to March 20	96,117
Idemitsu Kosan Co. Ltd	Miscellaneous Expenses	April 19 to March 20	888,605
Idemitsu Kosan Co. Ltd	Repairs and Maintenance - Others (SAP charges)	April 19 to March 20	71,588,314
Idemitsu Kosan Co. Ltd	Purchase of Raw Material	April 19 to March 20	238,309,635
Idemitsu Lube Asia Pacific Pte Ltd	Purchase of Raw Material	April 19 to March 20	48,202,535
Idemitsu Lubricants America Corporation.	Purchase of Raw Material	April 19 to March 20	11,016,755
Idemitsu Lube Europe GMBH	Purchase of Raw Material	April 19 to March 20	252,104
Idemitsu Kosan Co. Ltd	Purchase of Traded Goods	April 19 to March 20	119,720,928
Idemitsu Lube Asia Pacific Pte. Ltd	Purchase of Traded Goods	April 19 to March 20	81,068,313
Idemitsu Kosan Co. Ltd	Insurance expense	April 19 to March 20	252,189
Idemitsu Kosan Co. Ltd	Interest expense	April 19 to March 20	9,156,058



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Idemitsu Lube Asia Pacific Pte. Ltd	Testing Expenses	April 19 to March 20	6,188
Idemitsu International (Asia) Pte Ltd	Staff Welfare Expenses	April 19 to March 20	277,376
Idemitsu Kosan Co. Ltd	Staff Welfare Expenses	April 19 to March 20	368,590
Total			960,363,478
Idemitsu Kosan Co. Ltd	Repayment of Unsecured Loan		642,063,113

Signature:

(Rajiv Kumar Adlakha)

Partner; Adlakha and Adlakha Associates

ACS: 8388; C.P. No.:3508

Place: Gurgaon
Date: 24.11.2020

Generate UDIN

A8388

IDEMITSU LUBE INDIA PRIVATE LIMITED

CIN

U11103DL2006PTC154131

Financial Year

2020-21

2019-20

*Document Type: Certificates Reports Others

Whether intimation to the previous incumbent has been given as per Rule 8: Yes No Not Applicable

[\(Click here for download the draft intimation format\)](#)

Annual Return – MGT-8

Date of actual signing

24/11/2020

Generate UDIN

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MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7****SRN : R23346356****Service Request Date : 11/12/2019****Payment made into : HDFC Bank****Received From :**

Name : Rajiv Kumar Adlakha
Address : 823, Tower B-4,
Spaze i-Tech Park, Sohna Road
Gurgaon, Haryana
India - 122018

Entity on whose behalf money is paid

CIN: U11103DL2006PTC154131
Name : IDEMITSU LUBE INDIA PRIVATE LIMITED
Address : 603 6th Floor
Eros Corporate Tower Nehru Place
New Delhi, Delhi
India - 110019

Full Particulars of Remittance**Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2019	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - HDFC Bank**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)