

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 (other than OPCs and Small Companies)

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

U11103MH2006PTC363585

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCI5684A

(ii) (a) Name of the company

IDEMITSU LUBE INDIA PRIVATE

(b) Registered office address

N-31 ADDITIONAL PATALGANGA
MIDC INDUSTRIAL AREA, TALUKA PANVEL, KHALAPUR
PANVEL
Raigarh
Maharashtra
410220

(c) *e-mail ID of the company

ashish.rohatgi.0010@idemitsu.

(d) *Telephone number with STD code

912192671300

(e) Website

(iii) Date of Incorporation

20/09/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign 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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	154,890,000	0	154890000	1,548,900,000	1,548,900,000	
Increase during the year	0	0	0	0	0	0
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 share	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 <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back 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 <input type="text"/>						
At the end of the year	154,890,000	0	154890000	1,548,900,0	1,548,900,0	
Preference shares						
At the beginning of the year	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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(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		<input type="text"/>	
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

Date of registration of transfer (Date Month Year)

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

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

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

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

6,780,387,431

(ii) Net worth of the Company

2,884,306,655

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	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
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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	3	0	3	2	0	0
(i) Non-Independent	3	0	3	2	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	3	0	3	2	0	0

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

6

(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)
HIROSHI KONO	08404235	Managing Director	0	
KOHEI UEDA	08099146	Managing Director	0	30/06/2021
YOSHITAKA SHIRAGA	08154132	Managing Director	0	30/06/2021
KOICHI TAKEUCHI	03019578	Additional director	0	
TEIJI OKAMOTO	08967279	Additional director	0	30/06/2021
ASISH ROHATGI	AAGPR2490H	Company Secretar	0	

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

2

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)
KOICHI TAKEUCHI	03019578	Additional director	30/11/2020	Appointment
TEIJI OKAMOTO	08967279	Additional director	30/11/2020	Appointment

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

2

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	30/09/2020	2	2	100
Extra-ordinary General Mee	05/01/2021	2	2	100

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/07/2020	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	29/07/2020	3	3	100
3	17/09/2020	3	3	100
4	30/11/2020	5	5	100
5	23/12/2020	5	5	100
6	05/03/2021	5	5	100
7	25/03/2021	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

4

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	09/07/2020	3	3	100
2	CSR	30/11/2020	3	3	100
3	CSR	05/03/2021	3	3	100
4	CSR	25/03/2021	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	30/09/2021
								(Y/N/NA)
1	HIROSHI KON	7	7	100	4	4	100	Yes
2	KOHEI UEDA	7	7	100	4	4	100	Not Applicable
3	YOSHITAKA S	7	7	100	4	4	100	Not Applicable
4	KOICHI TAKE	4	3	75	0	0	0	Yes
5	TEIJI OKAMO	4	4	100	0	0	0	Not Applicable

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	13,050,306				13,050,306
2	YOSHITAKA SHIRAI	Deputy Managing Director	11,447,632				11,447,632
3	HIROSHI KONO	Deputy Managing Director	6,004,667				6,004,667
	Total		30,502,605	0			30,502,605

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	6,829,035				6,829,035
	Total		6,829,035				6,829,035

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. ...

06

dated

16/05/2014

(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

HIROSH
KONO
Digitally signed by
HIROSHI KONO
Date: 2021.11.25
14:48:16 +05'30'

DIN of the director

08404235

To be digitally signed by

Asish
Rohatgi
Digitally signed by
Asish Rohatgi
Date: 2021.11.25
10:37:40 +05'30'

- 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

List of Equity Members and Deb Holders.p
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



Idemitsu Lube India Private Limited
Registered Office & Factory: N-31, Additional Patalganga, MIDC Industrial Area,
Taluka - Parvel, Khalapur, Raigarh - 410220, Maharashtra, India
Tel: +91-2192-671300
E-mail: consumercareindia@idemitsu.com
Website: <https://ilindia.idemitsu.com>
CIN: U11103MH2006PTC363585

Kindly refer Clause XIII of MGT-7 for the Financial Year ended 31.03.2021

Complete List of Equity Members as on 31.03.2021

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 2-1, Otemachi 1- Chome, Chiyoda-Ku, Tokyo- 100-8321	-	154,889,000	1,548,890,000	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	1,548,900,000	100.00%

For **Idemitsu Lube India Private Limited**

Asish Rohatgi
Digitally signed
by Asish Rohatgi
Date: 2021.11.25
10:24:37 +05'30'

(Asish Rohatgi)

Head & Company Secretary

ACS: A11382

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

Date: 25.11.2021

Place: Gurugram

LIST OF DIRECTORS AS ON 31.03.2021

S. No.	DIN	Name	Address	Designation	Date of Appointment
1.	08099146	Mr. Kohei Ueda	Permanent Address: 6-Banchi, Kanamori-CYO, Furukawa-CYO, Hida City, Gifu Prefecture, Japan Correspondence Address: H No. C - 98, 2 nd Floor, Anand Niketan, New Delhi - 110 017	Managing Director	12/04/2018
2.	08154132	Mr. Yoshitaka Shiraga	Permanent Address: 2960, Ichiba, Mabi-Cho, Kurashiki-Shi, Okayama, Japan Correspondence Address: A-15/2, 3 rd Floor, Vasant Vihar, New Delhi-110057	Deputy Managing Director	13/06/2018
3.	08404235	Mr. Hiroshi Kono	Permanent Address: 5-8, Roppongi, Minato-ku Tokyo Metropolis, Japan Correspondence Address: Flat no. 2102, Glen Dale, Hiranandani Gardens, Powai, Mumbai - 400 076	Deputy Managing Director	03/04/2019
4.	03019578	Koichi Takeuchi	Permanent Address: 3-17 Tomioka, Kamagaya-shi, Chiba-ken, Japan Correspondence Address: 3-17-5 Tomioka, Kamagaya-shi, Chiba-ken, Japan	Additional Director	30/11/2020
5.	08967279	Teiji Okamoto	Permanent Address: 21-3, Funabashi, Setagaya-ku, Tokyo, Japan Correspondence Address: 30 Robertson Quay, #10-01, Singapore - 238 251	Additional Director	30/11/2020

-/Certified True Copy/-

For **Idemitsu Lube India Private Limited**

Asish Rohatgi
Digitally signed by
Asish Rohatgi
Date: 2021.11.25
10:23:33 +05'30'

(Asish Rohatgi)

Head & Company Secretary

Membership No.-ACS-11382

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

Date: 25.11.2021

Place: Gurugram

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, 2021 (from 1st April, 2020 to 31st March, 2021). 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 2020-21, the Board of Directors has met Seven times i.e., on 09.07.2020, 29.07.2020, 17.09.2020, 30.11.2020, 23.12.2020, 05.03.2021, and 25.03.2021.



823, 8th Floor, Tower B-4, Spaze i-Tech Park,
Sohna Road, Gurgaon - 122 018 (Haryana)
Tel : + 91 124 4236 200
Mob : + 91 9312257946, + 91 9312207832
E-mail : rajiv@adlakha.net, shobha@adlakha.net



Further, during the Financial Year 2020-21, the Company has not passed any Resolutions through Circulation.

CSR Committee Meeting

During the Financial Year 2020-21, the Members of the CSR Committee have met Four times i.e., on 09.07.2020, 30.11.2020, 05.03.2021, and 25.03.2021.

General Meeting

During the Financial Year 2020-21, an Extra Ordinary General Meeting of the Members of the Company was held on 05th day of January, 2021.

During the Financial Year 2020-21, the Annual General Meeting of the Members of the Company was held on 30th day of September, 2020.

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, 2021 with the Related Parties as disclosed in accordance with AS-18 in the Financial Statement 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 and in ordinary course of business 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; *Not applicable*
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 16th April, 2021 had re-appointed Mr. Kohei Ueda, Managing Director and Mr. Yoshitaka Shiraga, Deputy Managing Director of the Company for a further period commencing from 12th April, 2021 to 19th March, 2022 and 13th June, 2021 to 17th April, 2022 respectively.

Mr. Kohei Ueda and Mr. Yoshitaka Shiraga resigned from their respective office of Managing Director and Deputy Managing Director as well as Director of the Company with effect from 30th June, 2021.

Further, the Board of Directors at its Meeting held on 30th November, 2020 appointed Mr. Koichi Takeuchi and Mr. Teiji Okamoto as the Additional Directors of the Company with effect from 30th November, 2020 to hold office up to the date of the Annual General Meeting.

Post closure of Financial Year, Mr. Teiji Okamoto resigned from the office of an Additional Director of the Company with effect from 30th June, 2021. Mr. Koichi Takeuchi was appointed as Director not liable to retire by rotation at the 15th AGM of the Company for the Financial Year 2020-21 held on 30th September, 2021.

Pursuant to the provisions of Section 184(1) of the Companies Act 2013 read with Rule 9 of the Companies (Meetings of Board and its Powers) Rules 2014, all the Directors submitted their disclosure of interest as at the beginning of the Financial Year in Form MBP-1 and further MBP-1 of Mr. Koichi Takeuchi and Mr. Teiji Okamoto submitted were noted by the Board of Directors at its Meeting held on 30th day of November, 2020, i.e., the 1st Meeting, which they both attended post their appointment.

The detail of remuneration paid to the Managing Director and Deputy Managing Directors during the financial year 2020-21 is as specified below:

Sl No.	Name	Remuneration paid (Rs.)
1.	Mr. Yoshitaka Shiraga	11,447,632
2.	Mr. Kohei Ueda	13,050,306
3.	Mr. Hiroshi Kono	6,004,667





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 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.*
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;
- During the Financial Year under review, the Members of the Company at their Extra Ordinary General Meeting held on 5th January, 2021 approved the shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Maharashtra, subject to the confirmation by the Hon'ble Regional Director, Norther Region (NR), Ministry of Corporate Affairs (MCA).*
- Post closure of the Financial Year, the Hon'ble Regional Director, NR, MCA, New Delhi confirmed shifting of Registered Office vide its Order dated 16th April, 2021. Due to the outbreak of second wave of COVID-19 and the following lockdown imposed in the NCT of Delhi, the copy of the said Order was received only on 2nd June, 2021.*
- In compliance with the above stated order, the Company has paid the cost of Rs.1,00,000/- as levied, vide SRN U90364670 dated 4th June, 2021 and thereafter e-form INC-28 was filed with Registrar of Companies, NCT of Delhi vide SRN T22070940 dated 9th June, 2021 for registering the copy of Order of the Hon'ble Regional Director, NR.*
- Thereafter the Company has filed the Form INC-22 for placing on record the new address of Registered Office in the State of Maharashtra vide SRN T25814005, which was approved by the office of Registrar of Companies, Mumbai and henceforth the Registered Office of the Company stands shifted to "N-31 Additional Patalganga MIDC Industrial Area, Taluka-Panvel, Khalapur, Panvel, Raigarh - 410 220" (Maharashtra), India with effect from 25.06.2021.*
- Post which Registrar of Companies issued certificate of registration of Regional Director Order for Change of State on 08.07.2021.*
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 2020-21. 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.

During the Financial Year under review the Company has been sanctioned the following limits, the availability period for which was till 31st March, 2021. The said limits were also secured by way of corporate guarantee from its holding Company, Idemitsu Kosan Co. Ltd. As on 31st March, 2021, no borrowings were outstanding, henceforth the same are not depicted in the Financial Statement as at 31st March, 2021.

MUFG

SL No	Facility	Credit Limit INR	Tenor
1.	Working Capital Demand Loan [®]	840,000,000	One Year
2.	Overdraft [®]		N.A
3.	Letter of Credit [®]	(230,000,000)	One Year

[®] The above credit limits are interchangeable and aggregate of the above limits shall not at any time exceed INR 840 Million.

SMBC

Joint Combined convertible Limit:

- i. Working Capital Demand Loan ("WCDL") – INR 360,000,000 /-
- ii. Short Term Loan ("STL") – INR 360,000,000 /-
- iii. Letter of Credit ("LC") – INR 360,000,000 /-
- iv. Overdraft ("OD") reduced – INR 36,000,000 /-

Further, no charges were created/ modified or satisfied during the Financial Year 2020-21.

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 under review the Company has altered its Memorandum of Association, which was subject to approval by the office of Hon'ble Regional Director (Northern Region), the details of which are stated below.

During the Financial Year under review, the Members of the Company at their Extra Ordinary General Meeting held on 5th January, 2021 approved the amendment of



CONTINUATION SHEET



Registered Office clause of Memorandum of Association and proposed the shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Maharashtra.

Subsequently, the Hon'ble Regional Director, Northern Region (NR), Ministry of Corporate Affairs, New Delhi has confirmed shifting of Registered Office vide Order dated 16th April, 2021 and accordingly allowed the amendment in the Memorandum of Association to alter the existing Clause-II by substituting in its place and stead, the following as new Clause II:

"II - The Registered Office of the Company will be situated in the State of Maharashtra."

During the Financial Year under review, no amendments were made in the Articles of Association of the Company.

Signature:

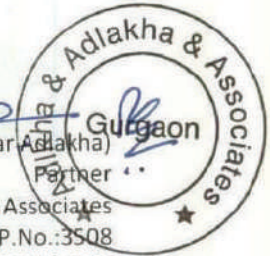
(Rajiv Kumar Adlakha)

Partner

Adlakha and Adlakha Associates

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

UDIN: A008388C001484577



Place: Gurgaon
Date: 19.11.2021

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

(Rajiv Kumar Adlakha)

Adlakha and Adlakha Associates

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

Place: Gurgaon
Date: 19.11.2021



Annexure "B"
Idemitsu Lube India Private Limited
Detail of Forms filed from 01.04.2020 to 31.03.2021

S. No.	Date of Board Meeting ("BM")/ General Meeting ("GM")	Purpose/ Matter	Form	SRN & Date	Filed within time or Delay
1.	29.07.2020 (BM)	For revision in remuneration of Mr. Hiroshi Kono, Mr. Kohei Ueda and Mr. Yoshitaka Shiraga	MGT-14	SRN: R49767320 Dated: 14.08.2020	Within Time
2.	Not Applicable	Form for filing of particulars of transactions by Company not considered as deposit.	DPT-3	SRN: R55698005 Dated: 14.09.2020	Within time
3.	17.09.2020	Form filed for Cost Audit Report.	CRA-4	SRN: R63647283 Dated: 29.09.2020	Within time
4.	17.09.2020	Form filed for Intimation of appointment of M/s Y. R. Doshi & Associates as the Cost Auditors of the Company.	CRA-2	SRN: R65106254 Dated: 01/10/2020	Within Time
5.	30.11.2020 (BM)	For appointment of Mr. Teiji Okamoto and Mr. Koichi Takeuchi as the Additional Directors w.e.f. 30 th November, 2020	DIR-12	SRN: R74955733 Dated: 15.12.2020	Within Time
6.	30.09.2020 (General Meeting through AVM)	Received, considered and adopted the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2020 including Auditor's Report and Directors' Report thereon. Ratified the	MGT-14	SRN: R75579631 Dated: 17.12.2020	Within Time



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		remuneration of M/s. Y. R. Doshi & Associates, Cost Accountants (Firms Registration No. 000286) as the Cost Auditors of the Company for the Financial Year ending 31 st March, 2021			
7.	Not Applicable	MSME half yearly Return for period 01.04.2020 to 30.09.2020	MSME Return	No dues	Within Time
8.	Not Applicable	MSME half yearly Return for period 01.10.2020 to 31.03.2021	MSME Return	No dues	Within Time
9.	30.09.2020 (Annual General Meeting 2019-20)	For filing audited Financial Statement for the Financial Year ended 31 st March, 2020	AOC-4 XBRL	SRN: R69772994 Dated: 03.11.2020	Within Time
10.	30.09.2020 (Annual General Meeting 2019-20)	Annual Return for the Financial Year ended 31 st March, 2020	MGT-7	SRN: R72106479 Dated: 24.11.2020	Within Time
11.	Board Meeting dated 23.12.2020	For submission of Application U/s 13 for shifting of Registered Office from NCT of Delhi to the State of Maharashtra	GNL-2	SRN: T04679684 Dated: 25.02.2021	Within Time
12.	Extra Ordinary General Meeting (EGM) dated 05.01.2021 (Held through AVM)	Filing of Special Resolution for shifting of Registered Office from NCT of Delhi to the State of Maharashtra	MGT-14	SRN: R92314087 Dated: 29.01.2021	Within Time
13.	Board Meeting dated 23.12.2020 & EGM dated 05.01.2021	Application to Regional Director for shifting of Registered Office from NCT of Delhi to the State of Maharashtra	INC-23	SRN: T04615282 Dated: 25.02.2021	Within Time



CONTINUATION SHEET



14.	Pursuant to Companies Fresh Start Scheme, 2020	Form DPT-3, MGT-14 (for Annual General Meeting through AVM), AOC-4 (XBRL) & CRA-2 as stated above	CFSS	SRN: T06004592 Dated: 27.02.2021	Within Time
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THE FOLLOWING FORMS WERE FILED IN RELATION TO THE PROSPECTIVE AND EXISTING DIRECTORS OF THE COMPANY FOR OBTAINING DIN AS WELL AS FOR ANNUAL KYC OF DIRECTORS

S. No.	Date of Board Meeting ("BM")/ General Meeting ("GM")	Purpose/ Matter	Form	SRN & Date	Filed within time or Delay
1.	Not Applicable	For allotment of DIN of Mr. Teiji Okamoto	DIR-3	SRN: R71459622 Dated: 19.11.2020	Within Time
2.	Not Applicable	For KYC of Mr. Koichi Takeuchi	DIR-3-KYC	SRN: R71471239 Dated: 19.11.2020	Within Time
3.	Not Applicable	For KYC of Mr. Hiroshi Kono.	DIR-3-KYC	SRN: R46600193 Dated: 21.07.2020	Within time
4.	Not Applicable	For KYC of Mr. Yoshitaka Shiraga	DIR-3-KYC	SRN: R46729240 Dated: 22.07.2020	Within Time
5.	Not Applicable	For KYC of Mr. Kohei Ueda.	DIR-3-KYC	SRN: R46722310 Dated: 22.07.2020	Within Time

Signature:

(Rajiv Kumar Adlakha)

Partner

Adlakha and Adlakha Associates

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

Place: Gurgaon
Date: 19.11.2021





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

S. No.	Name(s) of the related party and nature of relationship	Contracts/ Arrangements/ Transactions		
		Nature	Duration	Salient terms including the value (as at 31.03.2021)
1.	Idemitsu Kosan Co. Ltd	Service Income	April 20 to March 21	5,909,250
2.	Idemitsu Lube Asia Pacific Pte. Ltd.		April 20 to March 21	18,389,407
3.	Idemitsu Kosan Co. Ltd	Sales	April 20 to March 21	2,346,668
4.	Idemitsu Lube Asia Pacific Pte. Ltd		April 20 to March 21	256,540,025
Expenditure incurred by related parties on behalf of the Company				
5.	Idemitsu Kosan Co. Ltd	Royalty expense	April 20 to March 21	313,610,428
6.	Idemitsu Kosan Co. Ltd	Printing and Stationary expense	April 20 to March 21	102,023
7.	Idemitsu Kosan Co. Ltd	Miscellaneous Expenses	April 20 to March 21	1,315,877
8.	Idemitsu Lube Asia Pacific Pte. Ltd.	Postage & Courier	April 20 to March 21	7,865
9.	Idemitsu Kosan Co. Ltd	Repairs and Maintenance - Others (SAP charges)	April 20 to March 21	81,980,505
10.	Idemitsu Kosan Co. Ltd	Purchase of Raw Material	April 20 to March 21	245,345,787
11.	Idemitsu Lube Asia Pacific Pte Ltd		April 20 to March 21	62,752,055
12.	Idemitsu Lubricants America Corporation.		April 20 to March 21	10,060,628
13.	Idemitsu Lube Europe GMBH		April 20 to March 21	882,976
14.	Idemitsu Kosan Co. Ltd	Purchase of Traded Goods	April 20 to March 21	100,333,838
15.	Idemitsu Lube Asia Pacific Pte Ltd		April 20 to March 21	140,141,685
16.	Idemitsu Kosan Co. Ltd	Insurance expense	April 20 to March 21	314,117




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17.	Idemitsu Kosan Co. Ltd	Interest expense	April 20 to March 21	1,899,943
18.	Idemitsu Asia Pacific Pte Ltd	Staff Welfare Expenses	April 20 to March 21	145,749
19.	Idemitsu Kosan Co. Ltd.	Repayment of Unsecured Loan	April 20 to March 21	330,474,350

Place: Gurgaon
Date: 19.11.2021

Signature: 
(Rajiv Kumar Adlakha)
Partner
Adlakha and Adlakha Associates
ACS: 8388; C.P. No.:3508

