

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]



सत्यमेव जयते

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- B/52 5TH FLOOR CORPORATE-HOUSE NR JUDGES BUNGLOWS BODAKDEV
NA
AHMEDABAD
Gujarat
380054
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | 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 | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 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 | HITACHI INDIA PRIVATE LIMITE | U52190DL1997PTC085419 | Holding | 52.37 |

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 | 8,500,000 | 7,145,243 | 7,145,243 | 7,145,243 |
| Total amount of equity shares (in Rupees) | 85,000,000 | 71,452,430 | 71,452,430 | 71,452,430 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| EQUITY | | | | |
| Number of equity shares | 8,500,000 | 7,145,243 | 7,145,243 | 7,145,243 |

| | | | | |
|---|------------|------------|------------|------------|
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 85,000,000 | 71,452,430 | 71,452,430 | 71,452,430 |

(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 | 0 | 7,145,243 | 7145243 | 71,452,430 | 71,452,430 | |
| 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 | 0 | 7,145,243 | 7145243 | 71,452,430 | 71,452,430 | |
| 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) | <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) *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

4,665,747,960

(ii) Net worth of the Company

1,919,885,961

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) | 7,145,243 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 7,145,243 | 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 | 1 | 5 | 1 | 5 | 0 | 0 |
| (i) Non-Independent | 1 | 5 | 1 | 5 | 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 | 1 | 5 | 1 | 5 | 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) |
|-----------------------|----------|-------------------|--------------------------------|--|
| Dr. Kazuhiro Imaie | 07464863 | Director | 0 | |
| Mr Darshan Arvindbhai | 00165566 | Managing Director | 0 | |
| Mr Akihiko Ishikawa | 06430015 | Director | 0 | |
| Mr Eiji Ushimaki | 09404812 | Director | 0 | |
| Mr Hiroaki Miyata | 09563343 | Director | 0 | |
| Mr Yunitaka Hosotani | 07882990 | Director | 0 | |

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

5

| 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) |
|-----------------------|----------|--|---|--|
| Mr Darshan Arvindbhai | 00165566 | Managing Director | 01/04/2022 | Change in designation from Deputy M |
| Mr Keizo Shimada | 09186579 | Director | 06/06/2022 | Cessation |
| Mr Hiroaki Miyata | 09563343 | Additional director | 06/06/2022 | Appointment as Additional Director |
| Mr Hiroaki Miyata | 09563343 | Director | 06/06/2022 | Change in designation to Director |
| Mr Yunitaka Hosotani | 07882990 | Director | 31/03/2023 | Cessation |

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 | 06/06/2022 | 2 | 2 | 100 |
| Extraordinary General Meet | 20/03/2023 | 2 | 2 | 100 |

B. BOARD MEETINGS

*Number of meetings held

4

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 06/06/2022 | 6 | 6 | 100 |
| 2 | 09/09/2022 | 6 | 6 | 100 |
| 3 | 12/12/2022 | 6 | 6 | 100 |
| 4 | 20/03/2023 | 6 | 6 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

0

| 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 | | | | | |

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 | 05/06/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | Dr. Kazuhiro I | 4 | 4 | 100 | 0 | 0 | 0 | Yes |
| 2 | Mr Darshan A | 4 | 4 | 100 | 0 | 0 | 0 | No |
| 3 | Mr Akihiko Ish | 4 | 4 | 100 | 0 | 0 | 0 | Yes |
| 4 | Mr Eiji Ushima | 4 | 4 | 100 | 0 | 0 | 0 | No |
| 5 | Mr Hiroaki Miy | 4 | 4 | 100 | 0 | 0 | 0 | No |
| 6 | Mr Yukitaka H | 4 | 4 | 100 | 0 | 0 | 0 | No |

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

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Mr Darshan A Shah | Managing Director | 9,675,111 | 0 | 0 | 0 | 9,675,111 |
| | Total | | 9,675,111 | 0 | 0 | 0 | 9,675,111 |

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

0

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

Number of other directors whose remuneration details to be entered

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Mr Eiji Ushimaki | Director | 4,349,069 | 0 | 0 | 0 | 4,349,069 |
| | Total | | 4,349,069 | 0 | 0 | 0 | 4,349,069 |

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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:

- 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.
- All the required attachments have been completely and legibly attached to this form.

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

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

| |
|---------------|
| Attach |
| Attach |
| Attach |
| Attach |

List of attachments

| |
|---|
| Shareholders List.pdf MGT-8 HITACHI 22 23.pdf List_of_Directors.pdf MGT-7 UDIN.pdf |
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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

CS Amit R. Bhatia

B.Com., FCS

Practising Company Secretary

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 have examined the registers, records, books and papers of Hitachi Hi-Rel Power Electronics Private Limited (the Company) (CIN: U72200GJ1990PTC013246) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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:

1. has complied with provisions of the Act & Rules made there under in respect of its status under the Act;
2. has complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed there for;
3. has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns as stated in the annual return, with the Registrar of Companies, within the prescribed time generally;
4. has complied with provisions of the Act & Rules made there under in respect of calling/convening/ holding meetings of Board of Directors 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. has not closed Register of Members / Security holders, as the case may be;



B/73, Skylark Appts., B/h. Jayshefali Row House, B/S. Thakersi Hospital,
Shivranjanl, Satellite Road, Ahmedabad-380 015.
Tel. : 079-40023938 Cel. : 9374193055 e-mail : bhatiaa13@yahoo.com

6. has not given advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. has complied with provisions of the Act & Rules made there under in respect contracts/arrangements with related parties as specified in section 188 of the Act;
8. has not issued or allotted or transferred or bought back securities/ redeemed preference shares or debentures/ altered or reduced its share capital/converted shares/ securities and hence was not required to issue security certificates in all the said instances;
9. was not required to keep 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;
10. has not declared or paid dividend during the period under review. During the financial year, company was not required to transfer unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. has complied with provisions of the Act & Rules made there under in respect of 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. has complied with provisions of the Act & Rules made there under in respect of constitution/ disclosures of the Directors, Key Managerial Personnel (KMP) and the remuneration paid to them. During the period under review the following changes took place in the board of directors of the Company:
 - a) Mr. Darshan Shah (DIN:00165566) redesignated from Deputy Managing Director to Managing Director at the Board Meeting held on 22nd March, 2022 to be effective from 01st April, 2022.
 - b) Mr. Keizo Shimada (DIN:09186579) resigned from the Board of directors of the Company with effect from 06th June, 2022.
 - c) Mr. Hiroaki Miyata (DIN: 09563343), appointed as Additional Director with effect from 06th June, 2022.
 - d) Mr. Hiroaki Miyata, regularised as Director at the Annual General Meeting held on 06th June, 2022.
 - e) Mr. Yukitaka Hosotani (DIN: 07882990) resigned from the Board of directors of the company with effect from 31st March, 2023.
13. has complied with provisions of the Act & Rules made there under in respect of appointment of statutory auditor in casual vacancy as per the provisions of section 139 of the Act;
14. has not taken any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. has not accepted/renewed any deposits and was not required to repay any deposits;



16. has complied with provisions of the Act & Rules made there under in respect of borrowings from public financial institutions, banks and others. During the period under review, no forms related to charge created, modified or satisfied filed by the company;
17. has complied with provisions of the Act & Rules made there under in respect of investments made which are covered under the provisions of section 186 of the Act. During the period under review, Company has not given any loans or guarantees or provided securities to other bodies corporate or persons as specified under Section 186 of the Act;
18. has not altered the provisions of the Memorandum and/ or Articles of Association of the Company;

Place : **Ahmedabad**
Date : **27/07/2023**

Signature : 
Name of CS : **Amit R. Bhatia**
C.P.No. : **7555**
Peer Review Certificate No.: **3068/2023**
UDIN : **F009205E000685716**



HITACHI HI-REL POWER ELECTRONICS PRIVATE LIMITED

CIN: U72200GJ1990PTC013246

LIST OF EQUITY SHARE HOLDERS AS ON THE DATE OF 31ST MARCH, 2023

| NAME OF THE SHAREHOLDER | NO. OF SHARES |
|---|------------------|
| NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) | 71,45,243 |
| TOTAL | 71,45,243 |

**DETAILS OF EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISATION FORM
(HELD WITH DEPOSITORY) AS ON 31ST MARCH, 2023 AS PER RTA RECORD**

| NAME OF THE SHAREHOLDER | REGISTERED ADDRESS | CLIENT ID | NUMBER OF EQUITY SHARES HELD | AMOUNT PER SHARE |
|---------------------------------|---|-----------|------------------------------|------------------|
| HITACHI INDIA PRIVATE LIMITED | 802A & B BHAVBHUTI MARG, CONNAUGHT PLACE, NEAR AJMERI GATE, NEW DELHI-1 | 33759463 | 37,42,094 | 10 |
| HITACHI INDUSTRIAL PRODUCTS LTD | AKS BUILDING, 3 KANDANERIBEL-CHO CHIYODA-KU, TOKYO, JAPAN 1010022 | 10027953 | 34,03,149 | 10 |
| | TOTAL | | 71,45,243 | 10 |

FOR HITACHI HI-REL POWER ELECTRONICS PRIVATE LIMITED

Darshan Shah
Digitally signed by Darshan Shah
Date: 2023.07.27 14:48:45 +05'30'

MANAGING DIRECTOR
DIN: 00165566

© Hitachi Hi-Rel Power Electronics Private Limited

Registered Office Address: B - 52, Corporate House, Judges Bungalow Road, Bodakdev, Ahmedabad - 380 054. Gujarat. India.
Corporate Identity Number: U72200GJ1990PTC013246
Phone: +91-79-6604 6200, Fax: +91-79-6604 6201, Email : contact@hitachi-hirel.com, Web: www.hitachi-hirel.com

Hitachi Hi-Rel Power Electronics Private Limited

List of Board of Directors as on 31.03.2023

| Sr · N o. | Name | Designation | DIN | Date of Appointm ent | Address | Nationality |
|------------------------------|--------------------------|----------------------|------------|---|---|--------------------|
| 1 | Dr. Kazuhiro Imaie | Chairman | 07464863 | 1 st April, 2016 | 3-9-20-705 Kashiwa Kashiwa shi Chiba, Japan - 2770005 | Japanese |
| 2 | Mr. Darshan Shah | Managing Director | 00165566 | 12 th February, 1996 | A-202, Sea Pearl Apartment, Near Ashok Vatika, Bodakdev, Bopal Road, Ahmedabad - 380054, India | Indian |
| 3 | Mr. Akhihiko Ishikawa | Director | 06430015 | 17 th Septembe r, 2021 | 11-8-501, Ishikawa- cho, Hitachinaka , Ibaraki Japan 3120057 | Japanese |
| 4 | Mr Eiji Ushimaki | Director | 09404812 | 16 th December , 2021 | 3-3-12, KAMIGOU, EBINA – SHI, Kanagawa, Japan - 2430434 | Japanese |

| | | | | | | |
|---|-----------------------|----------|----------|-------------------------------------|---|----------|
| 5 | Mr Hiroaki Miyata | Director | 09563343 | 6 th June, 2022 | 24-9-501 Ishikawach o, Hitachinaka - shi, Ibaraki, Japan -312 0057 | Japanese |
| 6 | Mr Yukitaka Hosotani* | Director | 07882990 | 26 th August, 2017 | 3-9-21-307, Higashi Nippori, Arakawa City Tokyo 1162014 Japan | Japanese |
| <p>Note :</p> <p>6. * Mr. Yukitaka Hosotani ceased to be Director of the Company with effect from the closing of working hours on 31.03.2023.</p> <p><u>Appointed after the close of the Financial year (i.e, on 5th June, 2023)</u></p> | | | | | | |
| 7 | Mr Toshio Kurihara** | Director | 10168706 | 5 th June, 2023 | 2-1-953 Abiko, Abiko-shi, Chiba - Japan | Japanese |

For Hitachi Hi-Rel Power Electronics Private Limited

Darshan Shah
Digitally signed
by Darshan Shah
Date: 2023.07.27
16:07:03 +05'30'

Managing Director
DIN : 00165566

UDIN generation

From: donotreply5@icsi.edu (donotreply5@icsi.edu)

To: bhatiaa13@yahoo.com

Date: Thursday, July 27, 2023 at 11:10 AM GMT+5:30

UDIN GENERATED SUCCESSFULLY

| | |
|------------------------------------|---|
| Membership Number | F9205 |
| UDIN Number | F009205E000685782 |
| Name of the Company | HITACHI HI-REL POWER ELECTRONICS PRIVATE LIMITED |
| CIN Number | U72200GJ1990PTC013246 |
| Financial Year | 2023-24 |
| Document Type(Certificates) | Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013 |
| Document Description | Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013 |
| Date of signing documents | 27/07/2023 |