FORM NO. MGT-7

Form language

[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)

er the instruction kit for filing the for	m.		
REGISTRATION AND OTHE	R DETAILS		
* Corporate Identification Number (C	U7489	9DL1996PTC079036 Pre-fill	
Global Location Number (GLN) of	the company		
Permanent Account Number (PAN) of the company	AAACN	M6413A
(a) Name of the company		MARUE	BENI INDIA PRIVATE LIM
(b) Registered office address			
Unit No.1, 3rd Floor, Building A-2, Shaheed Jeet Singh Marg, Qutab In: New Delhi South West Delhi Delhi	stitutional Area		
(c) *e-mail ID of the company		Kumar-	-K@marubeni.com
(d) *Telephone number with STD co	ode	011412	295555
(e) Website		www.n	narubeni.co.in
Date of Incorporation		21/05/	1996
Type of the Company	Category of the Company		Sub-category of the Company
Private Company Company limited by shar			Indian Non-Government compar
Whether company is having share ca	apital	Yes	○ No
*Whether shares listed on recognize	ed Stock Exchange(s)	Yes	No

(vii) *Fina	ancial year Fro	om date 01/04/	2022) (C	DD/MM/Y	YYY)	To date	31/03	3/2023	, (1	DD/M	M/YYYY)
(viii) *Wh	ether Annual	general meeting	g (AGM) held	_	(Yes		No				
(a) l	f yes, date of	AGM [01/09/2023									
(b) [Oue date of A	GM [30/09/2023									
` ,	•	extension for AG	_	-	- 0014	0	Yes	I	No			
II. PRIN	ICIPAL BU	SINESS ACT	IVITIES OF	IHE	E COMI	PANY						
*N	lumber of bus	iness activities	2									
S.No	Main Activity group code	Description of I	Main Activity gro	oup	Business Activity Code	s De	scription	of Bus	iness <i>i</i>	Activity		% of turnover of the company
1	G	1	- Frade		G1		,	Wholes	sale Tra	nding		6.61
2	М		al, Scientific and chnical		M6		Adverti	ising ar	nd mar	ket research	1	46.56
,	ompanies for	which information	•			Holdir	Pre-i	fill All	associa	ate/ %	of sh	ares held
0.110	Name of t	ine company	Oliv 7 T	Orti	•	Tiolaii	Joint \			70	01 311	ares riciu
1	Marubeni	Corporation					Hol	ding			1	00
(i) *SHAF (a) Equit Total nui	RE CAPITA y share capita Particula mber of equity	al urs v shares	Authorised capital 86,000,000 860,000,000		Issu capi 80,131,90	ed tal	Sub	escribe apital 964	d	Paid up ca 80,131,964 801,319,64		
Number	of classes				1				•			
	Clas	ss of Shares		Auth	norised		sued pital		Subso		Doid	Lun capital
COLUTY				cani	ital	100	.p.1011		capita	ıl	li aid	up capital

Number of equity shares	86,000,000	80,131,964	80,131,964	80,131,964
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	860,000,000	801,319,640	801,319,640	801,319,640

(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	A	ICabilai	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	Nu	ımber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	80,131,964	0	80131964	801,319,640	801,319,64	
Increase during the year	0	0	0	0	0	0
i. Pubic 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						
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						
At the end of the year	80,131,964	0	80131964	801,319,640	801,319,64	1
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						
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						
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)

0

Class of	fshares		(i)		(ii)	(iii)
Before split /	Number of shares					
Consolidation	Face value per share					
After split /	Number of shares					
Consolidation	Face value per share					
			,			
• •	es/Debentures Trans t any time since the					ial year (or in the case
⊠ Nil					_	
[Details being prov	vided in a CD/Digital Med	ıaj	O	Yes	○ No	Not Applicable
Separate sheet att	ached for details of trans	fers	\circ	Yes	O No	
Note: In case list of trans Media may be shown.	sfer exceeds 10, option fo	r submi	ission as a separa	te sheet	attachment or	submission in a CD/Digital
Date of the previous	annual general meetir	ıg				
Date of registration	of transfer (Date Month	Year)				
Type of transfe	er	1 - Ec	quity, 2- Prefere	nce Sha	ıres,3 - Debe	entures, 4 - Stock
Number of Shares/ Units Transferred	Debentures/		Amount Debentu			
Ledger Folio of Trar	nsferor		·			
Transferor's Name						
	Surname		middle	name		first name
Ledger Folio of Trar	nsferee					
						

Transferee's Name								
	Surna	me		middle name	first name			
Date of registration of transfer (Date Month Year)								
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock								
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (in Rs.)				
Ledger Folio of Trans	sferor							
Transferor's Name								
	Surna	me		middle name	first name			
Ledger Folio of Transferee								
Transferee's Name								
	Surna	me		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	_	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)

(1)	(,			
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

1,163,541,516

(ii) Net worth of the Company

1,913,597,323

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	Equity		ence
		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)	80,131,963	100	0	
10.	Others	0	0	0	
	Total	80,131,963	100	0	0

Total number of shareholders (promoters)

1			

(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)	1	0	0	
10.	Others	0	0	0	

	Total	1	0	0	0			
Total number of shareholders (other than promoters) 1								
	ber of shareholders (Promoters+Publi n promoters)	c /						

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	1	1
Members (other than promoters)	1	1
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	4	0	0	0
(i) Non-Independent	2	0	4	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	4	0	0	0

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

(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)
Susumu Wakamori	09563087	Managing Director	0	
Kazuya Sato	08950454	Whole-time directo	0	
Tetsuo Saito	09497072	Whole-time directo	0	
Shinichi Yamaguchi	10097343	Additional director	0	
Kshitij Kumar	APDPK9477K	Company Secretar	0	

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

_	_	_	_
•			
`			

Name	DIN/PAN	Designation at the beginning / during the financial year	ICHANGE IN ABSIGNATION/	Nature of change (Appointment/ Change in designation/ Cessation)
Susumu Wakamori	09563087	Additional director	07/04/2022	Appointment
Susumu Wakamori	09563087	Managing Director	07/04/2022	Change in designation
Susumu Wakamori	09563087	Director	16/08/2022	Change in designation
Susumu Wakamori	09563087	Managing Director	16/08/2022	Change in designation
Tetsuo Saito	09497072	Whole-time directo	16/08/2022	Change in designation
Shinichi Yamaguchi	10097343	Additional director	31/03/2023	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 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attend	ance
			attended	shareholding
Annual General meeting	16/08/2022	2	2	100

B. BOARD MEETINGS

*Number of meetings held	9
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9			
٦			

S. No.	Date of meeting	Total Number of directors associated as on the date				
		of meeting	Number of directors attended	% of attendance		
1	07/04/2022	2	2	100		
2	06/05/2022	3	3	100		
3	27/06/2022	3	3	100		
4	07/07/2022	3	3	100		
5	19/08/2022	3	3	100		
6	11/11/2022	3	3	100		
7	27/01/2023	3	3	100		
8	31/03/2023	3	2	66.67		
9	31/03/2023	3	2	66.67		

C. COMMITTEE MEETINGS

Number of meetings held 7

S. No.	S. No. Type of meeting		Total Number of Members as				
	· ·	Date of meeting	on the date of the meeting	Number of members attended	% of attendance		
1	CSR Committe	07/04/2022	2	2	100		
2	CSR Committe	06/05/2022	3	3	100		
3	CSR Committe	07/07/2022	3	3	100		
4	CSR Committe	19/08/2022	3	3	100		
5	CSR Committe	11/11/2022	3	3	100		
6	CSR Committe	27/01/2023	3	3	100		
7	CSR Committe	31/03/2023	3	2	66.67		

D. *ATTENDANCE OF DIRECTORS

		Board Meetings		Co	gs	Whether attended AGM	
S. No.	of the director	Meetings	% of attendance		Meetings	% of attendance	01/09/2023 (Y/N/NA)

1	Susumu Waka	8	8		100		6		6	10	0	Y	es
2	Kazuya Sato	9	7		77.78	77.78			6	85.71		Y	es
3	Tetsuo Saito	9	9		100		7		7	10	0	Y	es
4	Shinichi Yama	0	0		0		0		0	0		Y	es
X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil umber of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered													
lumber o	of Managing Director, \	Whole-time	Directors	s and/o	r Manager v	vhose	e remuneratior	n det	ails to be entei	red	3		
S. No.	Name	Desig	nation	Gros	ss Salary	Co	ommission		ock Option/ veat equity	Othe	ers		otal ount
1	Susumu Wakamor	i Chairma	ın & Mar	5,4	78,250		0		0	19,472	2,993	24,95	51,243
2	Kazuya Sato	Dire	ctor	4,4	92,655		0		0	9,962,563		14,45	55,218
3	Tetsuo Saito	Dire	ctor	4,262,089			0		0	8,642,891		12,904,980	
	Total			14,2	14,232,994		0		0	38,078,447		52,31	1,441
lumber o	of CEO, CFO and Com	pany secre	etary who	se rem	uneration de	etails	to be entered		1	1	1	-	
S. No.	Name	Desig	nation	Gros	ss Salary	Co	ommission		ock Option/ veat equity	Othe	ers		otal ount
1	Kshitij Kumar	Legal Co	ounsel 8	4,9	03,770		0		0	0		4,90	3,770
	Total			4,9	03,770		0		0	0		4,90	3,770
lumber o	of other directors whos	e remuner	ation deta	ils to b	e entered		1		1)]
S. No.	Name	Desig	nation	Gros	ss Salary	Co	ommission		ock Option/ veat equity	Othe	ers	1	otal ount
1													0
	Total												
* A. Wh pro	TERS RELATED TO Content the company has by the Company of the Company No, give reasons/observers.	s made co ies Act, 20	mpliances	s and di	isclosures ir				Yes	○ No			

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

A) DETAILS OF PEN	ALTIES / PUN	SHMENT	IMPOSED ON	COMPAN	Y/DIRECTOR	RS /OFFIC	ERS 🔀	Nil		
Name of the company/ directors/ officers	Name of the c concerned Authority		te of Order	section u	the Act and nder which d / punished	Details o punishme	f penalty/ ent		s of appeal (if any ling present status	
(B) DETAILS OF CO	MPOUNDING	OF OFFE	NCES 🔀	Nil						
Name of the company/ directors/ officers	Name of the concerned Authority		ate of Order	section	f the Act and under which committed	Particul offence			ount of compound ees)	ing (in
XIII. Whether comp	lete list of sha	reholders	s, debenture h	olders has	been enclo	sed as ar	attachme	nt		
Ye	s No									
XIV. COMPLIANCE	OF SUB-SEC	TION (2) (OF SECTION 9	2, IN CASE	OF LISTED	COMPAI	NIES			
									(F: () O	
In case of a listed co more, details of com								rnover	of Fifty Crore rupe	es or
Name		Bhavana	Kaushal							
Whether associate	e or fellow		Associa	ate () F	ellow					
Certificate of pra	ctice number		7400							
						I				
I/We certify that: (a) The return states (b) Unless otherwise Act during the finance	expressly stat									of the
(c) The company has the case of a first ret securities of the com (d) Where the annua exceeds two hundre the Act are not to be	s not, since the curn since the cupany. If return disclosed, the excess of	late of the ses the fac consists wi	incorporation of t that the numbers	of the comp per of memb s who unde	any, issued a	any invitati in case of	on to the ports	ublic to son com	subscribe for any npany), of the com	npany
			Dec	laration						
I am Authorised by t	he Board of Di	rectors of	the company v	ide resolutio	on no 0	9	da	ated	13/04/2023	
(DD/MM/YYYY) to s in respect of the sub										r

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.

1.

2.

Page 13 of 14

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	KAZUY Digitally signed by KAZUYA SATO Date: 2023.10.20 12:06:00 +05:30'					
DIN of the director	08950454					
To be digitally signed by	KSHITIJ Digitally signed by KSHITIJ KSHITU KUMAR KUMAR Date: 2023.10.20 12:07:18 +05'30'					
Company Secretary						
Company secretary in practice						
Membership number 6213		Certificate of practi	ce number			
Attachments				L	ist of attachments	
1. List of share holders, de	ebenture holders		Attach	List of Shareh	nolder.pdf	
2. Approval letter for exter	nsion of AGM;		Attach	MGT 8.pdf		
3. Copy of MGT-8;			Attach			
4. Optional Attachement(s	s), if any		Attach			
					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

List of Shareholders of Marubeni India Private Limited (As on 31st March, 2023)

First Name	Middle Name	Last Name	Folio Number	DP ID-Client Id Account Number	Number of Shares held	Class of Shares
Marubeni Corporation			001		8,01,31,963	Equity Share
Marubeni ASEAN Pte. Ltd.			006		1	Equity Share

For Marubeni India Private Limited For Marubeni India Private Limited

Sd/-

Kazuya Sato Kshitij Kumar

Director Legal Counsel & Company Secretary

DIN: 08950454

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

I have examined the registers, records and books and papers of **Marubeni India 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, 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 has generally complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act.:
 - 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 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;
 - 4. calling/ convening/ holding 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. There were no circular resolutions or resolutions passed by postal ballot.
 - 5. there was no closure of Register of Members / Security holders,
 - 6. advances to the directors, however there were no loans to the directors and/or persons or firms or companies referred in section 185 of the Act;
 - 7. contracts/arrangements with related parties as specified in section 188 of the Act
 - 8. there was no transfer of shares and there was no issue or allotment 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.

- 9. there were no instance of 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
- 10. declaration/ payment of dividend; there was no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act
- 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/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There were no casual vacancies in the Board.
- 13. appointment/ reappointment of auditors as per the provisions of section 139 of the Act;
- 14. there were no approvals required to be taken from the Central Government for the appointment of Managing Director and Whole Time Director and no approvals were required from Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15. there were no acceptance/ renewal/ repayment of deposits;
- 16. there were no borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17. there were no 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:
- 18. there was no alteration of provisions of Memorandum and/or Articles of Association of the Company.

Bhavana Digitally signed by Bhavana Kaushal Date: 2023.10.02

Bhavana Kaushal Company Secretary C.P. No. 7400 UDIN: A016923E001151188

Date: 02/10/2023 Place: Gurugram