



# **ADEKA India Private Limited**

Unit No. 206 & 207, Wing-B, Dynasty Business Park,  
Andheri - Kurla Road, Andheri (East), Mumbai - 400 059. India.

Tel. : 022-4026 3301/2/3 Fax : 022-4026 3306

E-mail : [info@adekaindia.com](mailto:info@adekaindia.com) Web : <http://www.adekaindia.com>

Corporate Identity Number (CIN): U24200MH2007FTC173713

## **NOTICE**

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of **Adeka India Private Limited** will be held at a **Shorter Notice** on Friday, 4<sup>th</sup> June, 2021 through video conferencing (VC) at 9.45 a.m. Indian Standard Time (IST) to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Annual Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 along with the Auditors' Report and the Directors' Report thereon.

### **SPECIAL BUSINESS:**

2. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013 and Rules thereto, approval of the members be and is hereby accorded to re-appoint Mr. Kailash C. Trehan (DIN: 06703133) as a Director and Manager for a period of 1 (One) year on the terms and conditions, including remuneration, as set out in the Employment Agreement between the Company and Mr. Trehan, effective 8<sup>th</sup> February, 2021."

3. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Hiromichi Ito, who was appointed as an Additional Director with effect from 16<sup>th</sup> October, 2020 as per Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting be and is appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Mr. Kailash C. Trehan, Director be authorized to file necessary e-forms with the Registrar of Companies, Mumbai and to do all such acts as may be necessary to give effect to the above resolution."

4. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** resignation of Mr. Toshinori Yukino as Chairman and Director of the Company with effect from conclusion of the 14<sup>th</sup> Annual General Meeting and acceptance of the same by the Board at its meeting dated 31<sup>st</sup> May, 2021 be noted.

**RESOLVED FURTHER THAT** the Company places on record its appreciation of the service and guidance provided by Mr. Yukino during his tenure as Chairman and Director of the Company.”

5. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Dr. Naoshi Kawamoto, who was appointed as an Additional Director with effect from 20<sup>th</sup> April, 2021 as per Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting be and is appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Dr. Naoshi Kawamoto be appointed as the Chairman of the Company with effect from conclusion of the 14<sup>th</sup> Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** Mr. Kailash C. Trehan, Director be authorized to file necessary e-forms with the Registrar of Companies, Mumbai and to do all such acts as may be necessary to give effect to the above resolution.”

**Date:** 31<sup>st</sup> May, 2021

**By order of Board of Directors,  
For ADEKA India Private Limited**

**Regd. Office:** Unit Nos. 206 & 207, 'B' Wing,  
Dynasty Business Park,  
Andheri-Kurla Road,  
Andheri (E), Mumbai - 400059.



**TOSHINORI YUKINO  
Chairman & Director  
DIN: 06888636**

**Notes:**

- a. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide its Circulars dated 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 has permitted companies to hold Annual General Meetings through Video conferencing (VC). Accordingly, the 14<sup>th</sup> AGM of the Company is being held through VC.
- b. Place of AGM for statutory purposes shall be Registered Office of the Company.
- c. As per MCA circulars mentioned above, provision for appointment of proxy by members is not available for AGM held through VC. So, this facility is not provided to members and proxy form is not attached to this Notice.
- d. Link to attend AGM through VC will be shared with members, directors, auditors and other relevant persons vide email through which this Notice is circulated.
- e. Members attending AGM through VC shall only be counted for the purpose of quorum under section 103 of the Companies Act, 2013. No separate attendance form is attached with this Notice.
- f. Corporate Members intending to send their authorized representatives to attend the meeting through VC are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- g. Members / authorized representatives will be required to allow camera and use internet with good speed to avoid any disturbance during the meeting.
- h. Members seeking information / clarification with regard to financial statements or any other matter being placed at the AGM are requested to write to the Company on or before 3<sup>rd</sup> June, 2021 through email to [trehankc@adekaindia.com](mailto:trehankc@adekaindia.com) Same will be replied suitably at the AGM.

**Date:** 31<sup>st</sup> May, 2021

**By order of Board of Directors,  
For ADEKA India Private Limited**

**Regd. Office:** Unit Nos. 206 & 207, 'B' Wing,  
Dynasty Business Park,  
Andheri-Kurla Road,  
Andheri (E), Mumbai - 400059.



**TOSHINORI YUKINO**  
Chairman & Director  
DIN: 06888636

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

**Item No. 2:**

Mr. Kailash C. Trehan's Employment Agreement expired on 8<sup>th</sup> February, 2021. Vide a Circular Board Resolution passed on 15<sup>th</sup> March, 2021, the Board reappointed Mr. Trehan as a Director and Manager for a period of 1 (One) year with effect from 8<sup>th</sup> February 2021 and approved execution of a fresh agreement effective 8<sup>th</sup> February, 2021. This appointment is subject to approval by the Members. A copy of Employment Agreement is attached as Annexure I to this Notice.

Mr. Trehan has been a Manager in the Company since its incorporation in 2007 and a Director since September, 2013. Previously, Mr. Trehan was engaged as a General Manager with Takaroku Shoji Company Limited.

Except Mr. Trehan, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval by the Members.

**Item No. 3:**

Mr. Hiromichi Ito, (DIN: 08899002) was appointed as an Additional Director by the Board of Directors with effect from 16<sup>th</sup> October 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, an Additional Director holds office only up to the date of ensuing Annual General Meeting. Board proposes ratification of Mr. Ito as a Director of the Company.

Mr. Ito is a General Manager in Adeka Corporation, Japan and is a Director in Oxirane Chemical Corporation, Japan; Mizushima Plasticizer Co. Ltd., Japan; Adeka Fine Chemical (Zhejiang) Co. Ltd., China, and Chang Chiang Chemical Co. Ltd., Taiwan.

Except Mr. Ito, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends resolution under Item No. 3 to be passed as an ordinary resolution.

**Item No.4:**

Mr. Toshinori Yukino, Chairman and Director has submitted his resignation from directorship with effect from conclusion of the 14<sup>th</sup> Annual General Meeting of the Company. Board has accepted his resignation at its meeting dated 31<sup>st</sup> May, 2021.

Mr. Yukino has been Chairman and Director of the Company since 30<sup>th</sup> September, 2014.

Except Mr. Yukino, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

**Item No.5:**

Dr. Naoshi Kawamoto (DIN: 09120880) was appointed as an Additional Director by the Board of Directors with effect from 20<sup>th</sup> April, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, an Additional Director holds office only up to the date of ensuing Annual General Meeting. Board proposes ratification of Dr. Kawamoto as a Director of the Company.

As Mr. Yukino has resigned from the Company, it is proposed to appoint Dr. Kawamoto as the Chairman of the Company with effect from conclusion of the 14<sup>th</sup> Annual General Meeting.

Dr. Kawamoto is a Director in Adeka Corporation, Japan, Adeka Polymer Additives Europe SAS and Showa Kosan Co. Ltd.,

He holds position of Chairman in Adeka Fine Chemical (Zhejiang) Co. Ltd., Chang Chiang Chemical Co. Ltd., Taiwan, and Adeka Fine Chemical (Changshu) Co. Ltd.

Except Dr. Kawamoto, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends resolution under Item No. 5 to be passed as an ordinary resolution.

Date: 31<sup>st</sup> May, 2021

By order of Board of Directors,  
For ADEKA India Private Limited



TOSHINORI YUKINO  
Chairman & Director  
DIN: 06888636

Regd. Office: Unit Nos. 206 & 207, 'B' Wing,  
Dynasty Business Park,  
Andheri-Kurla Road,  
Andheri (E), Mumbai - 400059.

**ANNEXURE-III**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2021

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration ) Rules, 2014.]

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	U24200MH2007FTC173713
ii	Registration Date	1-Sep-2007
iii	Name of the Company	ADEKA INDIA PRIVATE LIMITED
iv	Category/Sub-category of the Company	Subsidiary of Foreign Company
v	Address of the Registered office & contact details	Unit No. 206 & 207, Wing-B, Dynasty Business Park, Andheri-Kurla Road, Andheri (East), Mumbai- 400059
vi	Whether listed company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	NA

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Wholesale of industrial chemicals	46691	95.31%
2	Activities of Market Support Service Providers dealing in chemicals	46102	4.69%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :**

Sr No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	ADEKA Corporation, 7-2-35, Higashiogu Arakawa-Ku, Tokyo, Japan 116-8554	NA	HOLDING	95%	2(46)

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other*	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	6,000,000	6,000,000	100%	0	6,000,000	6,000,000	100%	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other**	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>6,000,000</b>	<b>6,000,000</b>	<b>100%</b>	<b>0</b>	<b>6,000,000</b>	<b>6,000,000</b>	<b>100%</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>6,000,000</b>	<b>6,000,000</b>	<b>100%</b>	<b>0</b>	<b>6,000,000</b>	<b>6,000,000</b>	<b>100%</b>	<b>0</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2) Non Institutions										
a) Bodies corporates	0	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>NIL</b>	<b>6,000,000</b>	<b>6,000,000</b>	<b>100%</b>	<b>0</b>	<b>6,000,000</b>	<b>6,000,000</b>	<b>100%</b>	<b>0</b>	<b>0</b>

ii) Share Holding of Promoters

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	ADEKA Corporation	5,700,000	95%	0	5,700,000	95%	0	0
2	ADEKA (Asia) Pte. Ltd	300,000	5%	0	300,000	5%	0	0
	<b>Total</b>	<b>6,000,000</b>	<b>100%</b>	<b>-</b>	<b>6,000,000</b>	<b>100%</b>		

iii) Change in Promoter's Share Holding (please specify, if there is no change)

Sr. No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1		NIL			
	At the beginning of the year	No change during the year			
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change during the year			
	At the end of the year	No change during the year			

iv) Share Holding Pattern of Top 10 Shareholders (Other than Director, Promoters and Holders of GDRS and ADRs):

Sr. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1		NIL			
	At the beginning of the year	NA	NA	NA	NA
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NA	NA	NA	NA
	At the end of the year	NA	NA	NA	NA

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1		NIL			
	At the beginning of the year	NA	NA	NA	NA
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NA	NA	NA	NA
	At the end of the year	NA	NA	NA	NA



## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	0	0	0
Reduction	0	0	0	0
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Kailash Chandra Trehan		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.		8,276,777.00	8,276,777.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		32,400.00	32,400.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		-	-
2	Stock option		-	-
3	Sweat Equity		-	-
4	Commission as % of profit or if any others, specify		-	-
5	Others, please specify		-	-
	<b>Total (A)</b>		<b>8,309,177.00</b>	<b>8,309,177.00</b>
	<b>Ceiling as per the Act</b>	<b>Schedule V not applicable</b>		

### B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	0	0	0	0	0
	(a) Fee for attending board committee meetings	0	0	0	0	0
	(b) Commission	0	0	0	0	0
	(c) Others, please specify	0	0	0	0	0
	<b>Total (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	Other Non Executive Directors	0	0	0	0	0
	(a) Fee for attending board committee meetings	0	0	0	0	0
	(b) Commission	0	0	0	0	0
	(c) Others, please specify.	0	0	0	0	0
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (B)=(1+2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Managerial Remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Ceiling as per the Act</b>	<b>Schedule V not applicable</b>				

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	*Company Secretary	GFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	0	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	-	-	-
2	Stock option	0	-	-	-
3	Sweat Equity	0	-	-	-
4	Commission as % of profit or if any others, specify	0	-	-	-
5	Others, please specify	0	-	-	-
	<b>Total (A)</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Ceiling as per the Act</b>	<b>Schedule V not applicable</b>			

\* Mrs. Varsha Shenoy has been appointed as the Company Secretary under Rule 8 A of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and hence, is not considered a Key Managerial Personnel

**VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

By the order of Board of Directors  
For Adeka India Private Limited

Place: Tokyo, Japan  
Date: 31st May, 2021

  
Toshinori Yukino  
Chairman  
DIN: 06888636