



ANNEXURE - C

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U29192PN1998PTC137017
ii)	Registration Date:	28-08-1998
iii)	Name of the Company:	DENSO THERMAL SYSTEMS PUNE PRIVATE LIMITED
iv)	Category/ Sub-Category of the Company:	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY
v)	Address of the Registered office and contact details:	GAT NO. 1228/2, SANASWADI VILLAGESHIRUR TALUKA, PUNE – 412208, MAHARASHTRA, INDIA PHONE: 0091-(0)2137-618900 EMAIL ID : SANTOSH@DENSO-PUNE.COM
vi)	Whether listed company:	Yes/ No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	N/A

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:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Manufacture of Automotive Component Parts	28192 Manufacture of Air-Conditioning Machines, Including Motor Vehicles Air-Conditioners	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Denso Thermal Systems S.p.A. Frazione Masio 24, Poirino (Torino), 10046 Italy	Foreign Company	Holding Company	99.99999595	Section 2(46) of the Companies Act, 2013

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of 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	
A. Promoters (1) Indian a) Individual/HUF b) Central Govt c) State Govt (s) d) Bodies Corp. e) Banks/FI f) Any Other..									
Sub-total (A) (1):-	-	-	-	-	-	-	-	-	-
(2) Foreign a) NRIs - Individuals b) Other - Individuals c) Bodies Corp. d) Banks / FI e) Any Other....									
		24,699,999	24,699,999	99.99999595		24,699,999	24,699,999	99.99999595	NIL
		01	01	0.00000405		01	01	0.00000405	NIL
Sub-total (A) (2):-	-	24,700,000	24,700,000	100	-	24,700,000	24,700,000	100	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	24,700,000	24,700,000	100	-	24,700,000	24,700,000	100	NIL
B. Public Shareholding 1. Institutions a) Mutual Funds b) Banks/FI c) Central Govt d)State Govt(s) e)Venture Capital Funds f)Insurance Companies g)FIIs h)Foreign Venture Capital Funds i) Other (specify)									

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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	
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholder holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	24,700,000	24,700,000	100	-	24,700,000	24,700,000	100	NIL

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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.	Denso Thermal Systems S.p.A.	24,699,999	99.99999595	-	24,699,999	99.99999595	-	NIL

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	
2.	Denso Thermal Systems S.p.A jointly with Mr. Marco Di Rao Marotta	01	0.00000405	-	01	0.00000405	-	NIL
	Total	24,700,000	100	-	24,700,000	100	-	NIL

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE) - CHANGE

Sl. No.	Denso Thermal Systems S.p.A.	Shareholding at the beginning 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.	At the beginning of the year	24,699,999	99.99999595	24,699,999	99.99999595
2.	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 additional equity shares issued during the F.Y. (2019-20)	-	No additional equity shares issued during the F.Y. (2019-20)	-
3.	At the End of the year	24,699,999	99.99999595	24,699,999	99.99999595

Sl. No.	Denso Thermal Systems S.p.A jointly with Mr. Marco Di Rao Marotta	Shareholding at the beginning 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.	At the beginning of the year	01	0.00000405	01	0.00000405
2.	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g.	No additional equity shares issued during the	-	No additional equity shares issued during	-

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Sl. No.	Denso Thermal Systems S.p.A jointly with Mr. Marco Di Rao Marotta	Shareholding at the beginning 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
	allotment/transfer/bonus/ sweat equity etc):	F.Y. (2019-20)		the F.Y. (2019-20)	
3.	At the End of the year	01	0.00000405	01	0.00000405

(iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning 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.	At the beginning of the year	NIL	NIL	NIL	NIL
2.	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer /bonus /sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	NIL	NIL

(v) **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	Denso Thermal Systems S.p.A jointly with Mr. Marco Di Rao Marotta	Shareholding at the beginning 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.	At the beginning of the year	01	0.00000405	01	0.00000405
2.	Date wise Increase/ Decrease in Share holding during the years specifying the reasons for increase/ decrease (e.g. issued during the	No additional equity shares issued during the		No additional equity shares issued during the	0.00000405

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Sl. No.	Denso Thermal Systems S.p.A jointly with Mr. Marco Di Rao Marotta	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	allotment / transfer/ bonus/ sweat equity etc):	F.Y. (2019-20)		F.Y. (2019-20)	
3.	At the End of the year	01	0.00000405	01	0.00000405

V. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ ACCRUED BUT NOT DUE FOR PAYMENT

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	N/A	N/A	N/A	N/A
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	N/A	N/A	N/A	N/A
Change in Indebtedness during the financial year	N/A	N/A	N/A	N/A
• Addition				
• Reduction				
Net Change	N/A	N/A	N/A	N/A
Indebtedness at the end of the financial year	N/A	N/A	N/A	N/A
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	N/A	N/A	N/A	N/A

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Whole-time Director		
		Kapil Makru		
1.	Gross salary (a) Salary as per provisions contained in	2,821,134		2,821,134

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	section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others, specify...			
5.	Others, please specify			
	Total (A)	2,821,134		2,821,134
	Ceiling as per the Act			

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		
1.	Independent Directors					
	• Fee for attending board committee meetings • Commission • Others, please specify					
	Total (1)					
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings • Commission • Others, please specify					
	Total (2)					
	Total (B) = (1 + 2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
		-	Mr. Nitin Sidgonda Patil	-	
1.	Gross salary (a) Salary as per provisions contained in		237,300		237,300

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Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total		237,300		237,300

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

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)
A. COMPANY NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS NIL					
Penalty					
Punishment					
Compounding					
A. OTHER OFFICERS IN DEFAULT NIL					
Penalty					
Punishment					
Compounding					

BY ORDER OF THE BOARD OF DIRECTORS OF
DENSO THERMAL SYSTEMS PUNE PVT. LTD.



Mr. Marco Di Rao Marotta
Director
(DIN: 07274789)

Mr. Giorgio Gallia
Director
(DIN: 08035305)

Date: September 21, 2020
Place: Italy



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