



**ANNEXURE - C**

**FORM NO. MGT - 9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on March 31, 2022**

*[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**

**DENSO THERMAL SYSTEMS PUNE PVT. LTD.**  
Works and Registered office:  
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Maharashtra  
Tel. : 0091-(0)2137-618900  
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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

**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..									
<b>Sub-total (A) (1):-</b>	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs	-								
Individuals									
b) Other	-	24,699,999	24,699,999	99.99999595		24,699,999	24,699,999	99.99999595	NIL
Individuals									
c) Bodies Corp.									
d) Banks / FI		01	01	0.00000405		01	01	0.00000405	NIL
e) Any Other....									
<b>Sub-total (A) (2):-</b>	-	24,700,00	24,700,0	100	-	24,700,0	24,700,00	100	NIL

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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
	Dema t	Physical	Total	% of Total Shares	Dema t	Physical	Total	% of Total Shares	
		0	00			00	0		
<b>Total shareholding of Promoter (A)</b> <b>= (A)(1)+(A)(2)</b>	-	24,700,00 0	24,700,0 00	100	-	24,700,0 00	24,700,00 0	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)									
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
2. Non-Institutions a) Bodies Corp. i) Indian ii) Overseas  b) Individuals i) Individual shareholders holding nominal share capital upto Rs. 1									

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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	
lakh									
ii) Individual shareholder holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	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/ encumbe red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbe red to total shares	
2.	Denso Thermal Systems S.p.A jointly with Mr.Giorgio Gallia	01	0.00000405	-	01	0.00000405	-	NIL
	<b>Total</b>	<b>24,700,000</b>	<b>100</b>	<b>-</b>	<b>24,700,000</b>	<b>100</b>	<b>-</b>	<b>NIL</b>

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

Sl. No.		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
	<b>Denso Thermal Systems S.p.A.</b>				
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. (2021-22)	-	No additional equity shares issued during the F.Y. (2021-22)	-
3.	At the End of the year	24,699,999	99.99999595	24,699,999	99.99999595

Sl. No.		Shareholding at the beginning of the year	Cumulative Shareholding during the year
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	<b>Denso Thermal Systems S.p.A jointly with Mr. Giorgio Gallia</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
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. allotment/transfer/bonus/ sweat equity etc):	No additional equity shares issued during the F.Y. (2021-22)	-	No additional equity shares issued during the F.Y. (2021-22)	-
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.		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.	<b>Denso Thermal Systems S.p.A jointly with Mr. Giorgio Gallia</b>	<b>Shareholding at the beginning of the year</b>	<b>Cumulative Shareholding during the year</b>
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Sl. No.	Denso Thermal Systems S.p.A jointly with Mr. Giorgio Gallia	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. allotment / transfer/ bonus/ sweatequity etc):	No additional equity shares issued during the F.Y. (2021-22)	0.00000405	No additional equity shares issued during the F.Y. (2021-22)	0.00000405
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				
<b>Total (i+ii+iii)</b>	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				
<b>Total (i+ii+iii)</b>	N/A	N/A	N/A	N/A

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## 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
		<b>Whole-time Director</b>		
		<b>Kapil Makru</b>		
1.	Gross salary (a) Salary as per provisions contained in 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	3,637,000		3,637,000
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others, specify...			
5.	Others, please specify			
	Total (A)	3,637,000		3,637,000
	Ceiling as per the Act			

### B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		<b>Non-Executive Director</b>	<b>Non-Executive Director</b>	<b>.....</b>	
		<b>Mr. Marco Di Rao Marotta</b>	<b>Mr. Giorgio Gallia</b>		
1.	Independent Directors	NIL	NIL		NIL
	• Fee for attending board committee meetings • Commission • Others, please specify				

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Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
	Total (1)				
2.	Other Non-Executive Directors	NIL	NIL		NIL
	<ul style="list-style-type: none"> <li>Fee for attending board committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>				
	Total (2)	NIL	NIL		NIL
	Total (B) = (1 + 2)	NIL	NIL		NIL
	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 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		249,328		249,328
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	<b>Total</b>		249,328		249,328

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL**

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# DENSO

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 NIL</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS NIL</b>					
Penalty					
Punishment					
Compounding					
<b>A. OTHER OFFICERS IN DEFAULT NIL</b>					
Penalty					
Punishment					
Compounding					

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



Mr. Marco Di RaoMarotta  
Director  
(DIN: 07274789)  
Date: September 19, 2022  
Place: Italy



Mr. Giorgio Gallia  
Director  
(DIN: 08035305)

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