



DIRECTORS' REPORT

To
The Members,
Divgi Transmission Systems & Technologies Private Limited

Your Directors are pleased to present the 23rd Annual Report together with the Audited Annual Accounts for the year ended 31st March, 2020.

1. EXTRACT OF ANNUAL RETURN AS PER SECTION 92(3):

The Extract of Annual return in Form No. MGT 9 is annexed to this report as Annexure I.

2. BOARD MEETING

Five (5) meetings of the Board of Directors were held during the year under report.
Attendance of directors:

| Name of Director | 22/04/2019 | 26/06/2019 | 12/08/2019 | 15/11/2019 | 27/03/2020 |
|------------------|------------|------------|------------|------------|------------|
| Jitendra Divgi | Present | Present | Present | Present | Present |
| Bharat Divgi | Absent | Present | | Absent | Absent |
| Hirendra Divgi | Present | Present | Present | Present | Present |

3. DIRECTORS RESPONSIBILITY STATEMENT

As per the provisions of Section 134(5) of the Companies Act, 2013 the directors of the company hereby state that:

1. In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.



3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.
5. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

4. NOMINATION AND REMUNERATION COMMITTEE AND COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

As the Company does not fall under the prescribed class of companies given under Section 178 of the Companies Act, 2013 and the Rules made there under, the provisions of the said section are not applicable to it.

5. AUDITORS QUALIFICATIONS & REPLY TO THEIR RESPECTIVE QUALIFICATION, IF ANY:

There are no qualifications, reservations or adverse remarks by the auditors in their report.

6. AUDITORS:

- i) **Statutory Auditors:** M/s U L Swadi and Co, Chartered Accountants, (having Membership No. 031803) were appointed as the statutory auditors of the Company, for a period of five years to hold office for a period of five years till the conclusion of the Annual General Meeting to be held in the year 2024.
- ii) **Cost Auditors:** The Company is not required to appoint a cost auditor as per the provisions of section 148 of the Companies Act, 2013.
- iii) **Secretarial Auditors:** The Company being a Private Limited Company, the provisions of Section 204 of Companies Act, 2013 regarding mandatory secretarial audit are not applicable to the company.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans to person or body corporate or has made any investments during the year under report.



8. RELATED PARTIES TRANSACTIONS

The details of the related party transactions in Form AOC-2 annexed as Annexure- II.

9. FINANCIAL RESULTS

The summarized financial results for the year ended 31st March 2020 are as under:

| PARTICULARS | 2019-2020 (Rupees) | 2018-2019 (Rupees) |
|-----------------------------------|-----------------------|-----------------------|
| Sales and Other Income | 32,861,521 | 5,52,78,04 |
| Profit/(Loss) before Depreciation | 12,08,658 | 7,547,654 |
| Depreciation | 2,242,783 | 25,35,552 |
| Profit/(Loss) before Tax | (1,034,125) | 50,12,102 |
| Tax Expenditure | (40,069) | (13,73,682) |
| Profit/(Loss) after Tax | (10,74,194) | 36,38,420 |

During the year under report, the Company earned a total income of Rs. 32,861,521 /- as compared to the total Income of Rs. 5,52,78,049/- earned during the previous year.

After charging all expenses and taxes, the Company incurred a loss of Rs.10,74,194 /- during the year under report as compared to the profit of Rs. 36,38,420/- earned during the previous year.

The directors are making all efforts to sustain and improve the performance of the Company and are hopeful of better working in the current year.

10. BUSINESS ACTIVITIES:

The turnover of the Company has decreased as compared to last year. The directors of the Company are hopeful of achieving a better growth rate in forthcoming year.

11. RESERVES:

No amount is proposed to be transferred to reserves.

12. DIVIDEND

The Board of Directors do not recommend any dividend for the year under report.



13. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT:

There are no material changes between the date of balance sheet and the date of this report that would affect the financial position of the company.

14. EVENT BASED DISCLOSURES IN DIRECTORS REPORT:

- A. Company has not issued equity shares with differential rights.
- B. Company has not issued sweat equity shares during the relevant financial year.
- C. The Company has not exercised any Employee Stock Scheme in the relevant financial year.
- D. Company has not provided any money to its employee for purchase of its own shares.

15. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of energy:

Steps taken / impact on conservation of energy, with special reference to the following:

- I. Steps taken or impact on conservation of energy – The company is implementing various improvements in manufacturing technologies which may result in higher efficiencies and reducing the operational costs in the coming years.
- II. Steps taken by the company for utilizing alternate sources of energy- The company does not utilize alternate source of energy
- III. Capital investment on energy conservation equipment- The Company has not made any capital investments on energy conservation equipment.

(B) Technology absorption:

- I. Efforts, in brief, made towards technology absorption: N.A.
- II. Benefits derived like product improvement, cost reduction, product development or import substitution: N.A.



III. Information of Imported Technology (imported during the last 3 years reckoned from the beginning of the financial year),

(a) Details of technology imported. - N.A.

(b) Year of import. - N.A.

(c) Whether the technology been fully absorbed – N.A.

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof – N.A.

IV. Expenditure incurred on Research and Development is Rs. Nil

(C) Foreign exchange earnings and Outgo

Foreign Exchange earned in terms of actual inflows during the year: Nil

Foreign Exchange outgo in terms of actual outflows during the year: Nil

16. RISK MANAGEMENT POLICY:

The Management has put in place adequate and effective system and manpower for the purposes of risk management. In the opinion of the Board, there are no such risks which would threaten the existence of the Company.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not belong to the class or classes of Companies as prescribed under the provisions of section 135 of the Companies Act, 2013 and the rules made there under are not applicable, hence the company has not constituted any CSR committee and has not undertaken CSR activities during the year under report.

18. FORMAL ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Company being a private company this disclosure is not applicable.

19. DECLARATION BY INDEPENDENT DIRECTORS:

The Company being a Private Limited Company is not required to appoint independent directors on its board.



20. COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

The Company being a Private Limited Company is not required to formulate or disclose policy of director's appointment and remuneration.

21. DISCLOSURE OF REMUNERATION OR COMMISSION RECEIVED BY A MANAGING OR WHOLE-TIME DIRECTOR FROM THE COMPANY'S HOLDING OR SUBSIDIARY COMPANY:

The Company being a Private Limited Company is not required to disclose the same.

22. PERFORMANCE OF SUBSIDIARIES ASSOCIATES AND JOINT VENTURE COMPANIES:

A. DETAILS OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

| Name of the Entity | Relationship | Date on which becoming a subsidiary or JV or AC | Date of cessation of subsidiary or JV or AC |
|--------------------|--------------|---|---|
| - | - | - | - |

B. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

| Name of the Subsidiary/Associate/joint venture company | Relationship | Profit / Loss during the year under report |
|--|--------------|--|
| - | - | - |

23. CHANGE IN NATURE OF BUSINESS

There were no changes in the business of the Company during the year.



24. DIRECTORS

There was no appointment or resignation of directors during the year. The management of the company carried by the following directors:

| Sr. No. | Name of the Director | Designation | Date of Appointment | Date of Cessation |
|---------|----------------------|-------------|---------------------|-------------------|
| 1. | Mr. Jitendra Divgi | Director | 02/08/2002 | - |
| 2. | Mr. Bharat Divgi | Director | 02/01/2009 | - |
| 3. | Mr. Hirendra Divgi | Director | 02/01/2009 | - |

25. DEPOSITS:

Your Company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013.

26. LIST OF REGULATORY ORDERS, IF ANY:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Commensurate with volume of financial transactions, the Company has employed suitable monitoring policy. All the transactions are checked, passed and processed with proper authorizations.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

29. DETAILS IN RESPECT OF APPOINTMENT OF INTERNAL AUDITOR

Our company being a private limited Company whose turnover is less than 200 crores and its borrowings are less than 100 crores, is not required to appoint an internal Auditor as per the provisions of section 138 of the Companies Act, 2013.



30. CORPORATE GOVERNANCE CERTIFICATE:

The company being a private company, it is not required to obtain compliance certificate from the auditors practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement.

31. SECRETARIAL AUDIT REPORT:

The Company being an unlisted Private Limited Company, the provisions of Section 204 of Companies Act, 2013 are not applicable.

32. COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS:

The Company has generally complied with the applicable secretarial standards during the year under report.

33. MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

34. VIGIL MECHANISM

The company being a private company, it is not required to establish vigil mechanism Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013.

35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company as required under the provisions of Section 22 and 28 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has in place an Anti-Sexual Harassment Policy in line with the requirements of the Act. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2019-2020.

No of complaints received: NIL

No of complaints disposed-off: NOT APPLICABLE



36. ACKNOWLEDGEMENT:

Directors take this opportunity to express their sincere appreciation for the services rendered by the Company's Bankers, Consultants and Advisors, Material Suppliers, Customers and Shareholders for their continued support and guidance. The Directors wish to place on record their appreciation for the dedicated efforts put in by the Employees of the Company at all levels.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
OF DIVGI TRANSMISSION SYSTEMS & TECHNOLOGIES PRIVATE LIMITED**

Jitendra Divgi
Director
(DIN: 00471531)
Omkar 273/1/2,
Baner Road,
Pune 411045

Hirendra Divgi
Director
(DIN: 01634431)
Flat No. 17, Kanchanjunga Hsg. Society
Marutrao Gayakwad Nagar, Aundh
Pune 411007

Date: 01.12.2020
Place: Pune

ANNEXURE - I - FORM MGT-9 (Extract of Annual Return)

ANNEXURE - II - FORM AOC-2 (Disclosure regarding RPT)



Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March 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 | U34300KA1997PTC022281 |
| ii) | Registration Date | 27 th May, 1997 |
| iii) | Name of the Company | Divgi Transmission Systems & Technologies 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 | Sahyadri Colony, Sirsi 581402 |
| vi) | Whether listed company | No |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Not Applicable |

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 and description of main products / services | NIC Code of the product / service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1. | Job work of technical nature | 259 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The company does not have Subsidiaries, Joint Ventures and Associate Company.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

| 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 |
|---|---|-----------|-----------|-------------------|---|-----------|-----------|-------------------|--------------------------|
| | De mat | Physical | Total | % of Total Shares | De mat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | - | 10 | 10 | 0.02 | - | 10 | 10 | 0.02 | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt (s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(1) | - | 10 | 10 | 0.02 | - | 10 | 10 | 0.02 | - |
| | - | | | | - | | | | - |
| (2) Foreign | | | | | | | | | |
| a) NRIs - | - | - | - | - | - | - | - | - | - |
| Individuals | - | - | - | - | - | - | - | - | - |
| b) Other - | - | - | - | - | - | - | - | - | - |
| Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other... | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(2) | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter (A)=(A)(1) + (A)(2) | - | 10 | 10 | 0.02 | - | 10 | 10 | 0.02 | |
| 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) FIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | | | | | | | | | |
| 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 | - | 10 | 10 | 0.02 | - | 10 | 10 | 0.02 | - |
| ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | - | 49,510 | 49,510 | 99.96 | - | 49,510 | 49,510 | 99.96 | - |
| c) Others (Specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2) | - | 49,520 | 49,520 | 99.98 | - | 49,520 | 49,520 | 99.98 | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | - | 49,520 | 49,520 | 99.98 | - | 49,520 | 49,520 | 99.98 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| GRAND TOTAL (A+B+C) | - | 49,530 | 49,530 | 100 | - | 49,530 | 49,530 | 100 | - |

ii) Shareholding of Promoters:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding 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 | Late Balachandra Divgi | 10 | 0.02 | - | 10 | 0.02 | - | - |

iii) Change in Promoters' Shareholding: There is no change in promoter shareholding.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No | Name of Shareholder | Shareholding at the beginning of the year | | Date wise Increase / (Decrease) in Shareholding during the year | | Reason for Increase / (decrease) in Shareholding (e.g. allotment / transfer / bonus / sweat equity etc): | At the End of the year (or on the date of separation, if separated during the year) | Cumulative Shareholding during the year | |
|--------|---------------------|---|----------------------------------|---|----------------------|--|---|---|----------------------------------|
| | | No. of shares | % of total shares of the company | Date | Increase/ (Decrease) | | | No. of shares | % of total shares of the company |
| 1. | Meera Divgi | 48,500 | 97.92 | - | - | - | 48,500 | 48,500 | 97.92 |
| 2. | Urmesh Divgi | 1,010 | 2.04 | - | - | - | 1,010 | 1,010 | 2.04 |
| 3. | Ramarao Divgi | 10 | 0.02 | - | - | - | 10 | 10 | 0.02 |

v) Shareholding of Directors and Key Managerial Personnel:

| SR. No. | For each of the Directors and KMP | 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. | Late Balchandra Divgi | | | | |
| | At the beginning of the year, | 10 | 0.02 | 10 | 0.02 |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / sweat equity, etc.) | No Change | | | |
| | At the end of the year | 10 | 0.02 | 10 | 0.02 |

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 year | | | | |
| i) Principal amount | 36,36,616 | 61,92,712 | - | 98,29,328 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due. | - | - | - | - |
| Total (i+ii+iii) | 36,36,616 | 61,92,712 | - | 98,29,328 |
| Changes during the financial year | | | | |
| Addition | - | - | - | - |
| Deletion | 9,38,543 | - | - | 9,38,543 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal amount | 27,79,686 | 61,92,712 | - | 8,97,238 |
| ii) Interest due but not paid | - | - | - | - |

| | | | | |
|------------------------------------|------------------|------------------|----------|-----------------|
| iii) Interest accrued but not due. | - | - | - | - |
| Total (i +ii + iii) | 27,79,686 | 61,92,712 | - | 8,97,238 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Directors and / or Manager: NIL

Company does not have any Whole Time Director and have not appointed any Manager
(Please provide the details of remuneration)

| Sr. No | Particulars of Remuneration | Name of MD/WTD/Manager | | Total Amount |
|--------|---|------------------------|----------|--------------|
| 1. | Gross Salary | - | - | - |
| (a) | Salary as per provisions contained in section 17(1) of Income Tax Act, 1961 | - | - | - |
| (b) | Value of perquisites under section 17(2) of Income Tax Act, 1961 | - | - | - |
| (c) | Profits in lieu of salary under section 17(3) of Income Tax Act, 1961 | - | - | - |
| 2. | Stock Options | - | - | - |
| 3. | Sweat Equity | - | - | - |
| 4. | Commission | - | - | - |
| | - as % of profit | - | - | - |
| | - others, specify | - | - | - |
| 5. | Others specify (PF & Gratuity) | - | - | - |
| | Total (A) | - | - | - |
| | Ceiling as per the Act | | | |

*Includes remuneration component towards Social Security, Provident Fund and Medical Reimbursements.

** Includes remuneration component towards Provident Fund, Medical Reimbursement and Leave Travel Assistance.

Notes: 1) The Company being a private company appointment of Managing Director and /or Whole Time Directors as Key Managerial Personnel is not mandatory.

2) The Company being a private company the provisions pertaining to ceiling on remuneration are not applicable.

B. Remuneration to other directors:

| Sr. No. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|---------|--|-------------------|----------------|--------------|--------------|
| | | Jitendra Divgi | Hirendra Divgi | Bharat Divgi | |
| 1. | Independent Directors | | | | |
| (a) | Fee for attending Board / Committee meetings | - | - | - | - |
| (b) | Commission | - | - | - | - |
| (c) | Others, specify | - | - | - | - |
| | Total (1) | - | - | - | - |
| 2. | Other Non-executive Directors | | | | |
| (a) | Fee for attending Board / Committee meetings | 26,000 | 26,000 | 26,000 | 78,000 |
| (b) | Commission | - | - | - | - |
| (c) | Others, specify | - | - | - | - |
| | Total (2) | 26,000 | 26,000 | 26,000 | 78,000 |
| | Total (B)= (1+2) | 26,000 | 26,000 | 26,000 | 78,000 |
| | Total Managerial Remuneration | 26,000 | 26,000 | 26,000 | 78,000 |
| | Overall ceiling as per the Act** | - | - | - | - |

Notes:

- 1) Company being a Private Limited Company, not required to appoint Independent Director.
- 2) Company being a Private Limited Company, the provisions pertaining to ceiling on remuneration are not applicable.

C. Remuneration to Managerial Personnel other than Managing Director / Whole Time Director / Manager: (Please provide details of remuneration to CEO/CFO, if any)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total |
|---------|---|--------------------------|-------------------|-----|-------|
| | | CEO | Company Secretary | CFO | |
| 1. | Gross Salary | | | | |
| (a) | Salary as per provisions contained in section 17(1) of Income Tax Act, 1961 | NOT APPLICABLE | | | |
| (b) | Value of perquisites under section 17(2) of Income Tax Act, 1961 | | | | |
| (c) | Profits in lieu of salary under section 17(3) of Income Tax Act, 1961 | | | | |
| 2. | Stock Options | | | | |

| | | |
|----|-------------------|--|
| 3. | Sweat Equity | |
| 4. | Commission | |
| | - as % of profit | |
| | - others, specify | |
| 5. | Others, specify | |
| | Total | |

Company being a Private Limited Company was not required to appoint CEO and CFO and was out of purview of appointment of Company Secretary also.

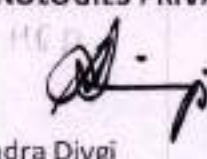
Company being a Private Limited Company was not required to appointment CEO and CFO.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: (Please confirm)

| 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 | | | | | |
| Penalty | | | NIL | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | NIL | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | NIL | | |
| Punishment | | | | | |
| Compounding | | | | | |

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
OF DIVGI TRANSMISSION SYSTEMS & TECHNOLOGIES PRIVATE LIMITED**


Jitendra Divgi
Director
(DIN: 00471531)
Omkar 273/1/2,
Baner Road,
Pune 411045


Hirendra Divgi
Director
(DIN: 01634431)
Flat No. 17, Kanchanjunga Hsg. Society
Marutrao Gayakwad Nagar, Aundh
Pune 411007

Date: 01.12.2020
Place: Pune



FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis:

| S. No. | Particulars | Details |
|--------|---|---------|
| 1 | Name of the Related Party & Nature of Relationship | NIL |
| 2 | Nature of contracts/arrangements/transaction | NIL |
| 3 | Duration of the contracts/arrangements /transaction | NIL |
| 4 | Salient terms of the contracts or arrangements or transaction including the value, if any | NIL |
| 5 | Justification for entering into such contracts or arrangements or transactions | NIL |
| 6 | Date of approval by the Board | NIL |
| 7 | Amount paid as advances, if any | NIL |
| 8 | Date on which the special resolution was passed in General meeting as required under the proviso to Section 188 | NIL |



Divgi Transmission Systems & Technologies Private Limited

Divgi Transmission Systems & Technologies Pvt. Ltd.
Banavasi Road, Sirsi-581 401,
Karnataka, India
Tel : (08384) 226630
Fax : (08384) 225253

2. Details of contracts or arrangements or transactions at Arm's Length basis:

| Sr. No. | Particulars | | |
|---------|--|--|-------------------------------------|
| 1 | Name(s) of the related party | Divgi TorqTransfer Systems Private Limited | Divgi Holding Private Limited |
| 2 | Nature of relationship | Company having common directors | Company having common directors |
| 3 | Nature of contracts/ arrangements/ transactions | Labour Charges Received Other business support services | Deputation Charges Paid |
| 4 | Duration of contracts/ arrangements or transactions | Continuous | Continuous |
| 5 | Salient terms of contracts or arrangements or transactions | Labour Charges – Rs. 2,87,68,029/- Other business support services – Rs. 2,40,000/- | Deputation Charges – Rs. 9,93,819/- |
| 6 | Date of approval by the Board | - | - |
| 7 | Amount paid as advances, if any | - | - |

FOR DIVGI TRANSMISSION SYSTEMS & TECHNOLOGIES PRIVATE LIMITED


Jitendra Divgi
Director
(DIN: 00471531)
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Baner Road,
Pune 411045


Hirendra Divgi
Director
(DIN: 01634431)
Flat No. 17, Kanchanjunga Hsg. Society
Marutrao Gayakwad Nagar, Aundh
Pune 411007