

# FORM NO. MGT-7

[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]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U32201MH1964PLC013085

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACD7364H

(ii) (a) Name of the company

DIVGI TORQTRANSFER SYSTEM

(b) Registered office address

Plot no. 75, General Block  
MIDC, Bhosari  
Pune  
Pune  
Maharashtra  
411022

(c) \*e-mail ID of the company

companysecretary@divgi-tts.c

(d) \*Telephone number with STD code

02027302000

(e) Website

https://divgi-tts.com/

(iii) Date of Incorporation

16/12/1964

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai Mumbai City MH 400083  
IN

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DIVGI HOLDINGS PRIVATE LIM	U67120KA1997PTC022620	Holding	57.32

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	27,532,080	27,532,080	27,532,080
Total amount of equity shares (in Rupees)	200,000,000	137,660,400	137,660,400	137,660,400

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares of Rs. 5/- each				
Number of equity shares	40,000,000	27,532,080	27,532,080	27,532,080
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	137,660,400	137,660,400	137,660,400

**(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	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	479,000	209,302	688302	68,830,200	68,830,200	
<b>Increase during the year</b>	0	27,532,080	27532080	68,830,200	68,830,200	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	13,766,040	13766040	68,830,200	68,830,200	
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	0	13,766,040	13766040			
SUB DIVISION OF FV RS 100 TO RS 5 PER SHA						
<b>Decrease during the year</b>	479,000	209,302	688302	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	479,000	209,302	688302			
CONVERSION OF PHYSICAL TO DEMAT AND S						
<b>At the end of the year</b>	0	27,532,080	27532080	137,660,400	137,660,400	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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				0	0	
NA						
<b>Decrease during the year</b>	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				0	0	
NA						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE753U01022

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	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
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during 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)

0

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

2,418,740,000

(ii) Net worth of the Company

3,400,150,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,463,160	5.31	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)	15,782,680	57.32	0	
10.	Others	0	0	0	
	<b>Total</b>	17,245,840	62.63	0	0

**Total number of shareholders (promoters)**

5

**(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	1,914,160	6.95	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)	0	0	0	
10.	Others Trust and Fund	8,372,080	30.41	0	



	<b>Total</b>	10,286,240	37.36	0	0
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**Total number of shareholders (other than promoters)**

11

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

16

**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	5	5
Members (other than promoters)	12	11
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
<b>A. Promoter</b>	2	0	2	0	5.31	0
<b>B. Non-Promoter</b>	0	5	0	6	0	1.31
(i) Non-Independent	0	5	0	2	0	1.31
(ii) Independent	0	0	0	4	0	0
<b>C. Nominee Directors representing</b>	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	1	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
<b>Total</b>	2	6	2	7	5.31	1.31

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

10

**(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)
PRAVEEN PURUSHOT	00016814	Additional director	0	
SANJAY BHALCHANDR	00471465	Director	161,840	
JITENDRA BHASKAR D	00471531	Managing Director	327,840	
BHARAT BHALCHAND	00471587	Director	197,720	
PRADIP VASANT DUBI	01445030	Additional director	0	
HIRENDRA BHASKAR	01634431	Whole-time directo	329,720	
AJAY BHASKAR LIMAY	02762738	Nominee director	0	
PUNDALIK DINKAR KU	03385091	Additional director	0	
GEETA PRAFULLACHA	06931660	Additional director	0	
MEENAL ABHISHEK D	CAAPB9227J	Company Secretar	0	05/09/2022

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

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MEENAL ABHISHEK D	CAAPB9227J	Company Secretar	10/04/2021	Appointment
PRAVEEN PURUSHOT	00016814	Director	28/01/2022	Cessation
PRADIP VASANT DUBI	01445030	Director	25/01/2022	Cessation
PUNDALIK DINKAR KU	03385091	Director	31/01/2022	Cessation
GEETA PRAFULLACHA	06931660	Additional director	14/10/2021	Appointment
PUNDALIK DINKAR KU	03385091	Additional director	14/03/2022	Appointment
PRADIP VASANT DUBI	01445030	Additional director	14/03/2022	Appointment
PRAVEEN PURUSHOT	00016814	Additional director	14/03/2022	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	18/10/2021	16	8	93.77
Extraordinary General Meet	14/12/2021	16	11	96.64
56TH Annual General Meeti	27/09/2021	17	7	94.35

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/06/2021	8	8	100
2	27/08/2021	8	7	87.5
3	14/10/2021	8	7	87.5
4	07/12/2021	9	9	100
5	02/02/2022	6	5	83.33
6	14/03/2022	6	4	66.67

**C. COMMITTEE MEETINGS**

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit committe	26/06/2021	3	3	100
2	Audit committe	16/08/2021	3	3	100
3	Corporate Soc	26/06/2021	3	3	100
4	Corporate Soc	20/12/2021	3	3	100
5	Corporate Soc	11/03/2021	3	3	100
6	Nomination an	26/06/2021	2	2	100
7	Nomination an	14/10/2021	2	2	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	Risk Management	19/03/2022	4	4	100
9	IPO Committee	05/10/2021	5	5	100
10	IPO Committee	26/10/2021	5	5	100

**D. \* ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/07/2022
								(Y/N/NA)
1	PRAVEEN PUNJ	6	6	100	8	8	100	Yes
2	SANJAY BHASKAR	6	5	83.33	0	0	0	Yes
3	JITENDRA BHASKAR	6	6	100	7	7	100	Yes
4	BHARAT BHASKAR	6	5	83.33	0	0	0	Yes
5	PRADIP VASANT	6	6	100	9	9	100	Yes
6	HIRENDRA BHASKAR	6	6	100	8	8	100	Yes
7	AJAY BHASKAR	6	6	100	4	4	100	Yes
8	PUNDALIK DILIP	6	6	100	3	3	100	Yes
9	GEETA PRAFULLA	3	2	66.67	1	1	100	Yes

**X. \* REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	JITENDRA BHASKAR	MANAGING DIRECTOR	14,963,632	0	0	0	14,963,632
2	HIRENDRA BHASKAR	WHOLE TIME DIRECTOR	7,476,149	0	0	0	7,476,149
	Total		22,439,781	0	0	0	22,439,781

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDHIR SHRIDHA	CFO	2,850,000	0	0	0	2,850,000
2	MEENAL ABHISHE	Company Secre	1,180,000	0	0	0	1,180,000
	Total		4,030,000	0	0	0	4,030,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PUNDALIK DINKAR	Director	0	1,625,000	0	600,000	2,225,000
2	PRAVEEN PURUSH	Director	0	1,625,000	0	850,000	2,475,000
3	PRADIP VASANT D	Director	0	1,625,000	0	900,000	2,525,000
4	GEETA PRAFULLA	Director	0	747,945.21	0	200,000	947,945.21
	Total		0	5,622,945.21	0	2,550,000	8,172,945.21

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

Certain forms were filed with additional fees, as applicable.

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)
DIVGI TORQTRAN	REGIONAL DIREC	28/05/2019	Section 87 of the Co	Delay in filing form	40,000

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

VINAYAK SADASHIV KHANVALKAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

1586

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. 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.
2. All the required attachments have been completely and legibly attached to this form.

**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

JITENDRA BHASKAR DIVGI  
Digitally signed by  
JITENDRA  
BHASKAR DIVGI  
Date: 2022.11.03  
17:08:41 +05'30'

DIN of the director

00471531

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

43677

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Divgi_Shareholders-MGT_7_2022.pdf List of transmission.pdf Divgi_Form MGT 8_2022.pdf
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**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**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**