

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]



Annual Return

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

U31200MH2006PLC159570

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCD3117C

(ii) (a) Name of the company

DINESH ENGINEERS LIMITED

(b) Registered office address

DEPL HOUSE NEIGHBOURHOOD SHOPPING COMPLEX
SECTOR-4, NERUL
NAVI MUMBAI
Maharashtra
400706

(c) *e-mail ID of the company

adm@depl.co.in

(d) *Telephone number with STD code

02227704600

(e) Website

(iii) Date of Incorporation

07/02/2006

| (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

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(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 | J | Information and communication | J5 | Wired, wireless or satellite Telecommunication activities | 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 | DATAEXPRESS PRIVATE LIMITE | U64203MH2017PTC293759 | Subsidiary | 52 |
| 2 | DELIX NET SOLUTIONS PRIVAT | U64204MH2017PTC294048 | Associate | 26 |
| 3 | VAVIYA DEVELOPERS PRIVATE | U70102MH2010PTC209591 | Associate | 25 |

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 | 29,500,000 | 29,500,000 | 29,500,000 |
| Total amount of equity shares (in Rupees) | 400,000,000 | 295,000,000 | 295,000,000 | 295,000,000 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| EQUITY | | | | |
| Number of equity shares | 40,000,000 | 29,500,000 | 29,500,000 | 29,500,000 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 400,000,000 | 295,000,000 | 295,000,000 | 295,000,000 |

(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 |
|-------------------------------------|------------------|----------------------|----------------------|---------------|
| Equity shares | | | | |
| At the beginning of the year | 29,500,000 | 295,000,000 | 295,000,000 | |

| | | | | |
|---|------------|-------------|-------------|---|
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | |
| ii. Rights issue | 0 | 0 | 0 | |
| iii. Bonus issue | 0 | 0 | 0 | |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | |
| v. ESOPs | 0 | 0 | 0 | |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | |
| vii. Conversion of Preference share | 0 | 0 | 0 | |
| viii. Conversion of Debentures | 0 | 0 | 0 | |
| ix. GDRs/ADRs | 0 | 0 | 0 | |
| x. Others, specify | | | | |
| | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 29,500,000 | 295,000,000 | 295,000,000 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | |
| | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 |

| | | | | |
|---------------------------------|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 0 | 0 | 0 | |

(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"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| 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 |

(iv) *Indebtedness including 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 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 565,618,438 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 65,559,405 |
| Deposit | | | 0 |
| Total | | | 631,177,843 |

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**

4,157,819,000

(ii) Net worth of the Company

1,792,267,000

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 | 29,500,000 | 100 | 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 | 0 | 0 | 0 | |
| | Total | 29,500,000 | 100 | 0 | 0 |

Total number of shareholders (promoters)

9

(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 | 0 | 0 | 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 | 0 | 0 | 0 | |
| | Total | 0 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

0

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

9

**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 | 9 | 9 |
| Members (other than promoters) | 0 | 0 |
| 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 |
| | | | | | | |

| | | | | | | |
|--|----------|----------|----------|----------|--------------|----------|
| A. Promoter | 2 | 1 | 3 | 0 | 99.98 | 0 |
| B. Non-Promoter | 0 | 3 | 0 | 2 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 3 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 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 |
| Total | 2 | 4 | 3 | 2 | 99.98 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7

(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) |
|---------------------|------------|---------------------|--------------------------------|--|
| DINESH KOLLIAIAH KA | 02503787 | Managing Director | 16,222,000 | |
| SHASHIKALA DINESH | 01397286 | Whole-time director | 13,274,640 | |
| DARSHANKUMAR DIN | 07727278 | Director | 180 | |
| CHANDRASHEKHAR J | 07767416 | Director | 0 | |
| SHOWRAIAH LOURDE | 08006508 | Director | 0 | |
| Aksh Devesh Jain | AQYPJ2719D | CFO | 0 | |
| Abhishek Gupta | BHKPG3961N | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year 4

| 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) |
|-----------------------|----------|--|---|--|
| Sharad Gandhi | 05208075 | Director | 01/08/2018 | Cessation |
| Navin Kumar Jain | 07763257 | Additional director | 01/08/2018 | Change in Designation |
| Darshankumar Dinesh K | 07727278 | Director | 01/12/2018 | Change in Designation |
| Navin Kumar Jain | 07763257 | Director | 11/02/2019 | Cessation |

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

2

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|--------------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| EXTRA ORDINARY GENERAL MEETING | 09/08/2018 | 9 | 7 | 99.99 |
| ANNUAL GENERAL MEETING | 04/09/2018 | 9 | 7 | 99.99 |

B. BOARD MEETINGS

*Number of meetings held

16

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 02/04/2018 | 6 | 6 | 100 |
| 2 | 26/07/2018 | 6 | 3 | 50 |
| 3 | 01/08/2018 | 5 | 3 | 60 |
| 4 | 02/08/2018 | 6 | 3 | 50 |
| 5 | 10/08/2018 | 6 | 6 | 100 |
| 6 | 14/08/2018 | 6 | 3 | 50 |
| 7 | 20/08/2018 | 6 | 6 | 100 |
| 8 | 05/09/2018 | 6 | 3 | 50 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 9 | 14/09/2018 | 6 | 3 | 50 |
| 10 | 03/10/2018 | 6 | 3 | 50 |
| 11 | 31/10/2018 | 6 | 3 | 50 |
| 12 | 30/11/2018 | 6 | 3 | 50 |

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 | CORPORATE | 02/04/2018 | 3 | 3 | 100 |
| 2 | AUDIT COMM | 02/04/2018 | 3 | 3 | 100 |
| 3 | NOMINATION | 01/08/2018 | 3 | 2 | 66.67 |
| 4 | AUDIT COMM | 10/08/2018 | 3 | 3 | 100 |
| 5 | AUDIT COMM | 20/08/2018 | 3 | 3 | 100 |
| 6 | NOMINATION | 20/08/2018 | 3 | 3 | 100 |
| 7 | AUDIT COMM | 05/09/2018 | 3 | 3 | 100 |
| 8 | AUDIT COMM | 31/10/2018 | 3 | 3 | 100 |
| 9 | NOMINATION | 31/10/2018 | 3 | 2 | 66.67 |
| 10 | AUDIT COMM | 01/12/2018 | 3 | 3 | 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 | 30/09/2019 |
| | | | | | | | | (Y/N/NA) |
| 1 | DINESH KOLI | 16 | 16 | 100 | 9 | 9 | 100 | Yes |
| 2 | SHASHIKALA | 16 | 16 | 100 | 1 | 1 | 100 | Yes |

| | | | | | | | | |
|---|-----------|----|----|-------|----|----|-------|-----|
| 3 | DARSHANKU | 16 | 3 | 18.75 | 3 | 1 | 33.33 | Yes |
| 4 | CHANDRASH | 16 | 16 | 100 | 11 | 11 | 100 | Yes |
| 5 | SHOWRAIAH | 16 | 3 | 18.75 | 5 | 5 | 100 | No |

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 | DINESH KOLLIAH | MANAGING DIF | 16,800,000 | 0 | 0 | 0 | 16,800,000 |
| 2 | SHASHIKALA DINI | WHOLE TIME D | 12,000,000 | 0 | 0 | 0 | 12,000,000 |
| | Total | | 28,800,000 | 0 | 0 | 0 | 28,800,000 |

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 | Aksh Devesh Jain | CFO | 1,698,000 | 0 | 0 | 0 | 1,698,000 |
| 2 | Abhishek Gupta | Company Secre | 180,000 | 0 | 0 | 0 | 180,000 |
| | Total | | 1,878,000 | 0 | 0 | 0 | 1,878,000 |

Number of other directors whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------|-------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | DARSHANKUMAR | Director | 800,000 | 0 | 0 | 240,000 | 1,040,000 |
| 2 | CHANDRASHEKHA | Director | 180,000 | 0 | 0 | 0 | 180,000 |
| 3 | SHOWRAIAH LOU | Director | 150,000 | 0 | 0 | 0 | 150,000 |
| | Total | | 1,130,000 | 0 | 0 | 240,000 | 1,370,000 |

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

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

| 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) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

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

Whether associate or fellow

 Associate Fellow

Certificate of practice number

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



DIN of the director

02503787

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

46869

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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

list of Shareholding_31-03-19.pdf
MGT-8_2018-19.pdf
Committee and board meeting annexures.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



Dinesh Engineers Limited

Infrastructure Provider (IP-1)

Head Office :

DEPL House, Neighbourhood Shopping Complex,
Sector - 4, Nerul (W), Navi Mumbai - 400 706

Tel. : 022-2770 4600 / 4700

Email : admn@depl.co.in • www.depl.co.in

CIN : U31200MH2006PLC159570

Equity Shareholders Of Dinesh Engineers Limited as on 31st March 2019

| Sr. No. | Name & Address Of Shareholder | Types Of Shares | Number Of Shares Held | Percentage of Holding |
|---------|-------------------------------|-----------------|-----------------------|-----------------------|
| 1 | Dinesh Kollaiah Kargal | Equity | 16,222,000 | 54.9898 |
| 2 | Shashikala Dinesh Kargal | Equity | 13,274,640 | 44.9988 |
| 3 | Darshankumar Dinesh Kargal | Equity | 180 | 0.0006 |
| 4 | Dhanul Dinesh Kargal | Equity | 180 | 0.0006 |
| 5 | Eramma Kargal | Equity | 2,640 | 0.0090 |
| 6 | Manjunath Naik | Equity | 90 | 0.0003 |
| 7 | Prema Bilgi | Equity | 90 | 0.0003 |
| 8 | Rajkumar Nayak | Equity | 90 | 0.0003 |
| 9 | Jalaja Shirguppe | Equity | 90 | 0.0003 |
| | Total | | 29,500,000 | 100 |

For and on behalf of the Board
Dinesh Engineers Limited

Mr. Dinesh Kollaiah Kargal
Director

DIN: 02503787

Address : Flat No., G-702, Jay Balaji CHS,
Plot No. 26, Sector 6, Nerul West,
Navi Mumbai -400706

Date : 15-10-2019

Place : Navi Mumbai



MMJC & Associates LLP

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (T) 022-21678100

Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **Dinesh Engineers Limited** ('the Company') as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2019. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under, in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the Annual Return, with the Registrar of Companies within the prescribed time/beyond time. Further, no form were filed with the Regional Director, Central Government, the Tribunal, Court or other authorities during the audit period;
 4. Calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. Further, there were no resolutions required to be pass by postal ballot.
 5. Closure of Register of Members / Security holders, as the case may be; **No such event occurred**
 6. Advances/loans to its directors and/or persons or firms or Companies referred in section 185 of the Act; **No such event occurred**
 7. Contracts/arrangements with related parties as specified in section 188 of the Act;
 8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of



shares/ securities and issue of security certificates in all instances; **No such event occurred**

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **No such event occurred**
10. Declaration/payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; **No such event occurred**
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them Further no retirement of directors was taken place during the Audit period.
13. Appointment/Filling of Casual vacancy of auditors as per the provisions of section 139 of the Act;
14. Approval has been taken from the Registrar, Regional Director, Securities and Exchange Board of India and Stock exchange. Further no approval was required to be taken from the Tribunal, and Court or other authority under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits; **No Such event occurred**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. Alteration of the provisions of the Memorandum by adding clause no. III B 30 after the existing clause III B 29 under "Matters which are necessary for furtherance of the objects specified in Clause III (a)" by passing Members Special resolution in the Extra ordinary general meeting held on 9th August, 2018. Further, no alteration in the provision of Articles of Association of the Company.

**For MMJC & Associates LLP
Practicing Company Secretaries**


Saurabh Agarwal
Designated Partner
FCS No. 9290
CP No. 20907
UDIN: F009290A000261181
Place: Mumbai
Date: 18th November, 2019





Dinesh Engineers Limited
Infrastructure Provider (IP-1)

Head Office :
DEPL House, Neighbourhood Shopping Complex,
Sector - 4, Nerul (W), Navi Mumbai - 400 706
Tel. : 022-2770 4600 / 4700
Email : admn@depl.co.in • www.depl.co.in
CIN : U31200MH2006PLC159570

To
Registrar of Companies
100, Everest, Marine Drive
Mumbai-400002

Subject: Clarification with regard to point IX (C) in Form MGT-7 of Dinesh Engineers Limited

Dear Sir/Madam,

With regards to the aforementioned subject, we would like to inform your good office about point IX (C) in Form MGT-7 of Dinesh Engineers Limited seeking details about Committee Meetings and the attendance of Members.

We would like to inform that, total 12 Committee Meetings were held during the financial year 2018-19.

Details of 10 Meetings are entered in Form MGT-7 remaining details of 2 meetings cannot be entered in the form, hence we have mentioned the details of 10 meetings in the form and the remaining details of the 2 Board meetings and attendance therein are as follows:

| Sr. No. | Type of meeting | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|---------|-----------------|-----------------|--|------------------------------|-----------------|
| | | | | Number of directors attended | % of attendance |
| 11 | AUDIT COMMITTEE | 27/12/2018 | 3 | 3 | 100 |
| 12 | AUDIT COMMITTEE | 12/02/2019 | 3 | 3 | 100 |

Kindly take the same into consideration.

For and on behalf of the Board
Dinesh Engineers Limited
(Erstwhile Dinesh Engineers Private Limited)

Mr. Dinesh Kollaiah Kargal
Managing Director
DIN: 02503787
Address: Flat No. G-702 , Jay Balaji CHS, Plot No. 26 ,
Sector 6 , Nerul West Navi Mumbai 400706



Dinesh Engineers Limited

Infrastructure Provider (IP-1)

Head Office :

DEPL House, Neighbourhood Shopping Complex,

Sector - 4, Nerul (W), Navi Mumbai - 400 706

Tel. : 022-2770 4600 / 4700

Email : admn@depl.co.in • www.depl.co.in

CIN : U31200MH2006PLC159570

To

Registrar of Companies
100, Everest, Marine Drive
Mumbai-400002

Subject: Clarification with regard to point IX (B) in Form MGT-7 of Dinesh Engineers Limited

Dear Sir/Madam,

With regards to the aforementioned subject, we would like to inform your good office about point IX (B) in Form MGT-7 of Dinesh Engineers Limited seeking details about Meetings of Board of Directors and the attendance of Directors.

We would like to inform that, total 16 Board Meetings were held during the financial year 2018-19.

Details of 12 Meetings are entered in Form MGT-7 remaining details of 4 meetings cannot be entered in the form, hence we have mentioned the details of 12 meetings in the form and the remaining details of the 4 Board meetings and attendance therein are as follows:

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 13 | 01/12/2018 | 6 | 3 | 50 |
| 14 | 05/12/2018 | 6 | 3 | 50 |
| 15 | 27/12/2018 | 6 | 3 | 50 |
| 16 | 12/02/2019 | 5 | 3 | 60 |

Kindly take the same into consideration.

For and on behalf of the Board
Dinesh Engineers Limited
(Erstwhile Dinesh Engineers Private Limited)

Mr. Dinesh Kollaiah Kargal
Managing Director
DIN: 02503787

Address: Flat No. G-702 , Jay Balaji CHS, Plot No. 26 ,
Sector 6 , Nerul West Navi Mumbai 400706