

## Directors' Report

Dear Members,

The Board of Directors are pleased to present the Annual report of the business and operations of HellermannTyton Private Limited ('the company' or 'HMT') along with the Audited Financial Statements for the financial year ended March 31, 2020.

### 1. FINANCIAL RESULTS

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

*(figures in INR)*

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Net Sales /Income from Business Operations</b>	415,875,728	468,999,396
Other Income	81,327	2,828,015
<b>Total Income</b>	<b>415,957,055</b>	<b>471,827,411</b>
Less: Total Expenditure	362,159,869	394,886,633
Profit before Interest & Depreciation	53,797,186	76,940,778
Less: Interest	5,251,478	1,098,678
Profit before Depreciation	48,545,708	75,842,100
Less: Depreciation	20,565,641	828,312
Profit after depreciation and Interest	27,980,067	75,013,788
Less: Extraordinary/Exceptional Items	8,911,440	425,795
Profit/Loss before Tax	19,068,627	74,587,993
Less: Current year Income Tax	6,958,504	21,428,005
Less: Previous year adjustment of Income Tax	(24,855)	(464,140)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Less: Deferred Tax	1,250,211	(1,886,582)
Net Profit after Tax	10,884,767	55,510,711
Dividend (including Interim if any and final)	-	-
<b>Net Profit after dividend and Tax</b>	<b>10,884,767</b>	<b>55,510,711</b>
Amount transferred to General Reserve	10,884,767	55,510,711
Balance carried to Balance Sheet	10,884,767	55,510,711
Earnings per share (Basic)	0.18	0.93
Earnings per Share (Diluted)	0.18	0.93

## 2. DIVIDEND

There was no dividend declared for the current financial year by the Company.

## 3. EXTRACT OF ANNUAL RETURN

As per the requirements of Section 92(3) of the Companies Act ('the Act') and Rules framed thereunder, the extract of the annual return for Financial Year 2019-20 is given in Annexure I in the prescribed Form No. MGT-9, which is a part of this report. The annual return of the company has also been published on company website i.e. <https://www.hellermannntyton.com/in/news>

## 4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company is in the business of Wholesale trading of Cable Ties and Fixings, Identification System, Heat Shrink Tubing, Clamps and all kind of cable Management Solutions. The Revenue from operations for the year ended March 31, 2020 is 415,875,728/-. Net profit after tax, depreciation and interest for the period April 01, 2019 to March 31, 2020 is INR 10,884,767/-. The Company has good opportunities in hand and hopes to post better results during the current year.

## **5. CHANGES IN NATURE OF BUSINESS OR ACTIVITIES OF YOUR COMPANY**

During the financial year under review, your company has not undergone any change in the nature of its business nor has there been any change in the classes of business in which your company has an interest.

## **6. GLOBAL HEALTH PANDEMIC FROM COVID-19**

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices have been operating with minimal or no staff for extended periods of time. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model.

Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe.

## **7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There have been no material changes and commitments, which affect the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

## **8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed.

**9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company does not have any Risk Management Policy, as the element of risk threatening the Company's existence is very minimal.

**10. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As per the provisions of Section 135 of the Companies Act, 2013, read with Schedule VII, the Board of Directors of the Company has constituted the Corporate Social Responsibility (CSR) Committee. During Financial Year 2019-20, following was the composition of the CSR Committee:

1. Mr. Nishant Sharma, Chairman of the CSR committee
2. Mr. Michael Anthony Sheehan, Member of the CSR committee

The brief outline of the Company's CSR Annual Return is annexed.

**11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company which is covered under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

Particulars of every contract or arrangements entered into by the company with related parties referred to sub section (1) of section 188 of Companies Act, 2013 including certain arm length transactions under third proviso thereto is disclosed in **Form no. AOC-2** (Form enclosed).

**13. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There were no qualifications, reservations or adverse remarks made by the Auditors in their report for the period under review.

**14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence, the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

**15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company conducted Seven (7) board meetings during the financial year under review. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days. Following are the details of the board meetings:

<b>Sr. No.</b>	<b>Date of Meeting</b>
<b>1</b>	<b>30.04.2019</b>
<b>2</b>	<b>15.07.2019</b>
<b>3</b>	<b>20.08.2019</b>
<b>4</b>	<b>15.10.2019</b>
<b>5</b>	<b>07.12.2019</b>
<b>6</b>	<b>07.01.2020</b>
<b>7</b>	<b>21.03.2020</b>

## **16. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that-

- a) in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- f) 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.

## **17. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

## **18. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

## 19. DIRECTORS

The Board comprised of the following two (2) directors as on March 31, 2020.

S. No.	Name of Director	Designation	Date of Appointment
1	Mr. Nishant Sharma	Director	04-11-2014
2	Mr. Michael Anthony Sheehan	Director	28-02-2019

None of the Directors are disqualified under Section 164 of the Companies Act, 2013 as on March 31, 2020 and all the Directors have submitted their declarations in Form DIR-8 pursuant to Section 164(2) of the Companies Act, 2013 and disclosure of interest in form MBP-1 of the Companies Act, 2013 for the financial year 2019-20 disclosing the nature of interests if any, in any other Body Corporate with which your Company has entered into any agreement in the financial year under review.

## 20. DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors are not applicable to the Company.

## 21. STATUTORY AUDITORS

In the Sixth AGM held on September 10, 2018, the Members of the Company approved the appointment of M/s SHM & Associates, Chartered Accountants (Firm Registration No. 032448N) as statutory auditors of the Company for a term of 5 years from the financial year 2018-19 onwards on such terms and conditions and remuneration as may be decided by board. Accordingly, SHM & Associates will continue as statutory auditors of the Company till the financial year 2022-23, subject to ratification of their appointment by Members at every AGM, if so required under the Act.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

During the year, the statutory auditors have confirmed that they satisfy the independence criteria required under Companies Act, 2013, Code of ethics issued by Institute of Chartered Accountants of India.

## **22. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Internal Financial Controls are an integral part of the Group Risk Management framework and processes that address financial and financial reporting risks. The key internal financial controls have been documented, automated wherever possible and embedded in the respective business processes.

Assurance to the Board on the effectiveness of internal financial controls, during the year no reportable material weakness in the design or operation was observed.

## **23. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“POSH Act”) and Rules made thereunder, the Company has policy mandating prevention of sexual harassment and to ensure a free and fair enquiry process with clear timelines for resolution. To build awareness, the Company has been conducting online training programs on a periodic basis.

## **24. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

## **25. SHARES**

### **a) BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

### **b) SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

### **c) BONUS SHARES**

No Bonus Shares were issued during the year under review.



**d) EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees during the year under review.

**26. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various government authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**On behalf of the Board of Directors  
Hellermannntyton Private Limited**

-sd-

**(Nishant Sharma)**

Chairman

DIN: 07009033

Address: A-158-159, Flat No-11,  
New Panchwati Colony, GT Road,  
Ghaziabad-201001, Uttar Pradesh

Place: Noida

Date: September 04, 2020

**Information under Section 134(3) (m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors**

**(A) Conservation of energy-**

1. the steps taken or impact on conservation of energy: **Refer Note-1**
2. the steps taken by the company for utilizing alternate sources of energy: **Refer Note-1**
3. the capital investment on energy conservation equipments: **Refer Note-1**

**(B) Technology absorption-**

1. the efforts made towards technology absorption: **Refer Note-2**
2. the benefits derived like product improvement, cost reduction, product development or import substitution: **Refer Note-2**
3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): **Refer Note-2**
4. the expenditure incurred on Research and Development: **Refer Note-2**

**(C) The total Foreign Exchange Inflow and Outflow during the year was as follows:**

<b>Particulars</b>	<b>Financial Year 2019-20</b>	<b>Financial Year 2018-19</b>
Purchase of Finished Goods	20,77,34,310	31,75,13,105
Reimbursement of expense	2,32,832	2,68,218
Capital Goods	-	2,50,89,998
<b>Total of Outflow</b>	<b>20,79,67,142</b>	<b>342,871,321</b>

**Note:-**

1. Abundant care and attention have been exercised in order to minimize the consumption of fuel and power.
2. Company nature does not require any technological absorption apart from the trading related techniques called for by the business.

## Corporate Social Responsibility (CSR) – Annual Report

*(Pursuant to clause {o} of sub-section {3} of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014)*

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and projects or programs**

As per the provisions of Section 135 of the Companies Act, 2013 the company has created a Corporate Social Responsibility Committee and on the recommendation of the committee the company has invested the amount to Prime Minister National Relief Fund for the Financial Year ended March 31, 2020.

**2. The Composition of the CSR Committee**

During the financial year, following members of the Board of Directors of the Company were members of CSR Committee:

- a. Mr. Nishant Sharma, Chairman
- b. Mr. Michael Anthony Sheehan, Member

**3. Average net profit of the company for last three financial years**

Average net profits of the company for last three financial years are INR 81,241,573/-

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)**

The CSR Expenditure (two per cent of the amount) is INR 1,624,831/-

**5. Details of CSR spent during the financial year**

- a. Total amount to be spent for the financial year Rs. 1,624,831/-
- b. Amount unspent, if any- NIL
- c. Manner in which the CSR amount spent during the financial year is detailed below:

CSR project or activity identified	Sector in which the Project is covered	Area of Projects or programs	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative expenditure up-to to the reporting period	Amount spent: Direct or through implementing agency*
Prime Minister National Relief Fund	NA	NA	1,624,831	1,624,831	1,624,831	Direct

6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

The company has spent 2% of its average net profits of immediately preceding Financial Years.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company**

We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of CSR projects and activities in compliance with our CSR objectives.

## FORM NO. 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 transactions under third proviso thereto

Details of material, contracts or arrangements or transactions not at arm's length basis: Nil

Details of material, contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount of Contract or Arrangement	Date(s) of approval by the Board, if any	Amount paid as advances, if any
HellermannTyton Pte Ltd-Singapore	Purchase of Finished goods	Recurring	As per terms & conditions	6,53,31,437	Not Applicable	
HellermannTyton GmbH- Germany	Purchase of Finished goods	Recurring	As per terms & conditions	7,71,29,485	Not Applicable	
HellermannTyton Yuhan Hoesa (Korea)	Purchase of Finished goods	Recurring	As per terms & conditions	76,41,361	Not Applicable	
HellermannTyton (Wuxi) Electrical Co. Ltd-China	Purchase of Finished goods	Recurring	As per terms & conditions	91,89,360	Not Applicable	
HellermannTyton - USA	Purchase of Finished goods	Recurring	As per terms & conditions	1,75,52,374	Not Applicable	
HellermannTyton UK Cannock	Purchase of Finished goods	Recurring	As per terms & conditions	64,77,931	Not Applicable	
HellermannTyton UK Plymouth	Purchase of Finished goods	Recurring	As per terms & conditions	57,77,980	Not Applicable	
HellermannTyton Co. Ltd. - Japan	Purchase of Finished goods	Recurring	As per terms & conditions	1,05,41,847	Not Applicable	
HellermannTyton-France	Purchase of Finished goods	Recurring	As per terms & conditions	44,80,087	Not Applicable	
HellermannTyton Ltda - Brazil	Purchase of Finished goods	Recurring	As per terms & conditions	3,10,200	Not Applicable	
HellermannTyton (Pty) Ltd - South Africa	Purchase of Finished goods	Recurring	As per terms & conditions	3,308	Not Applicable	
HellermannTyton Pte Ltd-Singapore	Reimbursement of Expenses	Non-Recurring	As per terms & conditions	1,03,355	Not Applicable	
HellermannTyton Pte Ltd-Singapore	Reimbursement of Expenses (Income)	Non-Recurring	As per terms & conditions	33,258	Not Applicable	
HellermannTyton UK Cannock	Reimbursement of Expenses	Non-Recurring	As per terms & conditions	92,228	Not Applicable	
HellermannTyton UK Cannock (Income)	Reimbursement of Expenses	Non-Recurring	As per terms & conditions	19,770	Not Applicable	
Harwich Holding GmbH	Reimbursement of Expenses	Non-Recurring	As per terms & conditions	2,32,832	Not Applicable	
Aptiv Components India Private Limited	Insurance expense	Non-Recurring	As per terms & conditions	72,856	Not Applicable	
Aptiv Components India Private Limited	Other expenses	Non-Recurring	As per terms & conditions	21,600	Not Applicable	
Aptiv Components India Private Limited	Sale of Goods (Net of Taxes)	Recurring	As per terms & conditions	57,30,366	Not Applicable	
Aptiv Components India Private Limited	Interest Accrued	Recurring	As per terms & conditions	52,50,000	Not Applicable	
Aptiv Connections System India Private Limited	Purchase of Goods (Net of Taxes)	Recurring	As per terms & conditions	1,26,21,958	Not Applicable	
Aptiv Connections System India Private Limited	Sale of Goods (Net of Taxes)	Recurring	As per terms & conditions	7,65,478	Not Applicable	
HellermannTyton Yuhan Hoesa (Korea)	Goods in Transit	Recurring	As per terms & conditions	3,46,715	Not Applicable	
HellermannTyton Co. Ltd. - Japan	Goods in Transit	Recurring	As per terms & conditions	2,43,936	Not Applicable	
HellermannTyton GmbH- Germany	Goods in Transit	Recurring	As per terms & conditions	45,44,651	Not Applicable	
HellermannTyton-France	Goods in Transit	Recurring	As per terms & conditions	3,22,068	Not Applicable	

On Behalf of The Board of Directors  
HellermannTyton Private Limited

(Nishant Sharma)

Chairman

DIN: 07009033

Address: A-158-159, Flat No-11,

New Panchwati Colony, GT Road,

Ghaziabad-201001, Uttar Pradesh

Date: September 04, 2020

Place : Noida

**EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2020**

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

**I.REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	CIN	U74120DL2012PTC353639
<b>ii.</b>	Registration Date	29/06/2012
<b>iii.</b>	Name of the Company	HellermannTyton Private Limited
<b>iv.</b>	Category/ Sub-Category of the Company	Private Limited Company
<b>v.</b>	Address of the Registered office and contact details	602, Kanchenjunga Building, 18 Barakhamba Road, New Delhi 110001
<b>vi.</b>	Whether listed company	No
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

**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	Wholesale of Cable Ties and Fixings, identification System, Heat Shrink Tubing Clamps and all kind Of Cable Management Solutions.	46529	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	HellermannTyton Pte. Ltd. Singapore	F03363	Holding Company	99.99%	Section 2(46)
2.	Mr. Michael Anthony Sheehan (Nominee Shareholder, holding shares on behalf of HellermannTyton Pte. Ltd.)	N.A.	N.A.	0.01%	Section 2(46)

**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
	De-mat	Physical	Total	% of Total Shares	De-mat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-									
<b>Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.		60,000,000	60,000,000	100%		60,000,000	60,000,000	100%	Nil
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-		60,000,000	60,000,000	100%		60,000,000	60,000,000	100%	Nil
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									

c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)									
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii)Overseas									
b) Individuals  (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh  (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									



c) Others(Specify)									
Sub-total(B)(2)									
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>		<b>600,00,000</b>	<b>600,00,000</b>	<b>100%</b>		<b>600,00,000</b>	<b>600,00,000</b>	<b>100%</b>	<b>Nil</b>

**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during 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.	HellermannTyton Pte. Ltd., Singapore	60,000,000	100.00%	Nil	60,000,000	100.00%	Nil	Nil

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	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
At the beginning of the year	<b>NO</b>			
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):				
At the End of the year				

iv. Shareholding Pattern of Top ten Shareholder (other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Nil	-	Nil	-
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	-
At the End of the year( on the date of Separation, if separated during the year )	Nil	-	Nil	-

**v. Shareholding of Directors and Key Managerial personnel:**

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
At the beginning of the year	1	0.01%	1	0.01%
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
At the End of the year	1	0.01%	1	0.01%

- The Director Mr. Michael Anthony Sheehan is a nominee shareholder holding 01 shares of the company on behalf of M/s HellermannTyton Pte. Ltd.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year:				
i. Principal Amount	Nil	50,000,000	Nil	50,000,000
ii. Interest due but not paid		983,836		983,836
iii. Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>50,983,836</b>	<b>Nil</b>	<b>50,983,836</b>
Change in Indebtedness during the financial year				
• Addition	Nil	4,725,001	Nil	4,725,001
• Reduction		983,836		983,836
Net Change	<b>Nil</b>	<b>3,741,165</b>	<b>Nil</b>	<b>4,725,001</b>
Indebtedness at end of Financial Year:				
i. Principal Amount	Nil	50,000,000	Nil	50,000,000
ii. Interest due but not paid		4,725,001		4,725,001
iii. Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>54,725,001</b>	<b>Nil</b>	<b>54,725,001</b>

## 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
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	Mr. Nishant Sharma	1,730,773/-
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - Others, specify...		
5.	Others, please specify		
6.	Total(A)		1,730,773/-
	Ceiling as per the Act		N.A.

### B. Remuneration to other directors:

Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
<b>Independent Directors</b>	NA	
<ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>		
<b>Total (1)</b>		
<b>Other Non-Executive Directors</b>		
<ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>		
<b>Total (2)</b>		
<b>Total (B)=(1+2)</b>		

<b>Total Managerial Remuneration</b>	
<b>Overall Ceiling as per the Act</b>	

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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		Divya Sharma		144,000/-
2.	Stock Option				
3.	Sweat Equity				
4.	Commission – as% of profit – others, specify.....				
5.	Others, please specify				
<b>Total</b>					<b>144,000/-</b>

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

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</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					

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)
Penalty					
Punishment					
Compounding					

**On behalf of the board of Directors  
Hellermannntyton Private Limited**

-sd-

**(Nishant Sharma)**

Chairman

DIN: 07009033

Address: A-158-159, Flat No-11,  
New Panchwati Colony, GT Road,  
Ghaziabad-201001, Uttar Pradesh

Place: Noida

Date: September 04, 2020