

# 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

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	L28991UP1975PLC004152	<b>Pre-fill</b>						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AAACR6491D							
(ii) (a) Name of the company	ROTO PUMPS LIMITED							
(b) Registered office address	ROTO HOUSE NOIDA SPECIAL ECONOMIC ZONE NOIDA UTTAR PRADESH Uttar Pradesh 201305							
(c) *e-mail ID of the company	corp@rotopumps.com							
(d) *Telephone number with STD code	01202567902							
(e) Website	www.rotopumps.com							
(iii) Date of Incorporation	31/07/1975							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>		Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company
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	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120DL1950PTC001854

Pre-fill

Name of the Registrar and Transfer Agent

RCMC SHARE REGISTRY PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

B-25/1, OKHLA INDUSTRIAL AREA  
PHASE II

(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	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	46
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	53

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Roto Pumpen GmbH		Subsidiary	100

2	Roto Pumps Americas Inc		Subsidiary	100
3	Roto Pumps North Americas In		Subsidiary	100
4	Roto Overseas Pte Ltd		Associate	60
5	Roto Pumps (Africa) Pty Ltd		Subsidiary	60

#### 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	50,000,000	15,500,305	15,500,305	15,453,805
Total amount of equity shares (in Rupees)	100,000,000	31,000,610	31,000,610	30,907,610

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	15,500,305	15,500,305	15,453,805
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	100,000,000	31,000,610	31,000,610	30,907,610

###### (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)				

**(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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	15,453,805	30,907,610	30,907,610	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	15,453,805	30,907,610	30,907,610	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	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

28/09/2016

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			352,017,424
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			<b>352,017,424</b>

**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
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

949,370,562

**(ii) Net worth of the Company**

630,862,733

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

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,770,620	69.6955863	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	
	<b>Total</b>	10,770,620	69.7	0	0

**Total number of shareholders (promoters)**

15

**(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	3,409,877	22.06496717	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	435,572	2.8185421	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	500	0.00323545	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	217,483	1.40731037	0	
7.	Mutual funds	6,500	0.04206084	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	468,402	3.03098169	0	
10.	Others Clearing members and trust	144,851	0.93731608	0	
	<b>Total</b>	4,683,185	30.3	0	0

**Total number of shareholders (other than promoters)**

4,415

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

4,430

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PASSAGE TO INDIA M	DB HOUSE,HAZARIMAL SOMANI M			217,483	1.41

**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	15	15
Members (other than promoters)	3,819	4,415
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>	3	1	3	1	27.65	16.18
<b>B. Non-Promoter</b>	0	5	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	4	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>3</b>	<b>6</b>	<b>3</b>	<b>5</b>	<b>27.65</b>	<b>16.18</b>

**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)
Mr. Harish Chandra Gupta	00334405	Managing Director	1,973,695	
Mr. Anurag Gupta	00334160	Whole-time director	1,085,335	
Mr. Arvind Veer Gupta	00334233	Whole-time director	1,210,335	
Mrs. Asha Gupta	00334345	Director	2,499,665	
Mr. B.S.Ramaswamy	00334631	Director	500	
Dr. Ramesh Chandra Varma	01068196	Director	0	
Mr. Anand Bordia	00679165	Director	0	
Mrs. Annapurna Dixit	06844250	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ashwani K Verma	ACQPV9427L	Company Secretary	0	
Mr. Pradeep Jain	AAEPJ6827A	CFO	0	

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

1

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)
Mr. Vijoy Kumar	02970626	Director	09/02/2017	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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2016	6,124	32	67.56

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2016	9	7	77.77777778
2	12/08/2016	9	6	66.66666667
3	05/11/2016	9	9	100
4	09/02/2017	8	6	75

**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

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 Committee	07/05/2016	4	3	75
2	Audit Committee	12/08/2016	4	2	50
3	Audit Committee	05/11/2016	4	4	100
4	Audit Committee	09/02/2017	4	3	75
5	Nomination and Remuneration	30/05/2016	3	2	66.66666667
6	Nomination and Remuneration	05/11/2016	3	3	100
7	Stakeholders' Meeting	12/08/2016	3	3	100
8	Stakeholders' Meeting	05/11/2016	3	3	100
9	Stakeholders' Meeting	09/02/2017	2	2	100
10	Corporate Social Responsibility	08/07/2016	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	29/09/2017
								(Y/N/NA)
1	Mr. Harish Chandra	4	4	100	0	0	0	Yes
2	Mr. Anurag Gupta	4	4	100	5	5	100	Yes
3	Mr. Arvind Veda	4	4	100	2	2	100	Yes
4	Mrs. Asha Gupta	4	2	50	4	2	50	Yes
5	Mr. B.S.Rama	4	3	75	6	5	83.33333333	No
6	Dr. Ramesh Ch	4	3	75	7	6	85.71428571	Yes
7	Mr. Anand Bor	4	4	100	6	6	100	No
8	Mrs. Annapurna	4	2	50	3	3	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Harish Chandra	Chairman and M	10,704,967	0	0	0	10,704,967
2	Mr. Anurag Gupta	Deputy Managin	6,687,285	0	0	0	6,687,285
3	Mr. Arvind Veer Guj	Whole-time Dire	6,576,209	0	0	0	6,576,209
	Total		23,968,461	0	0	0	23,968,461

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	Mr. Pradeep Jain	Chief Financial C	2,157,090	0	0	0	2,157,090
2	Mr. Ashwani K Vern	Company Secre	1,559,060	0	0	0	1,559,060
	Total		3,716,150	0	0	0	3,716,150

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. B S Ramaswar	Director	0	0	0	90,000	90,000
2	Mrs. Asha Gupta	Director	0	0	0	40,000	40,000
3	Dr. Ramesh Chand	Director	0	0	0	100,000	100,000
4	Mr. Anand Bordia	Director	0	0	0	110,000	110,000
5	Mr. Vijoy Kumar	Director	0	0	0	60,000	60,000
6	Mrs. Annapurna Dix	Director	0	0	0	60,000	60,000
	Total		0	0	0	460,000	460,000

#### 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

BARINDER SINGH MAUR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

7041

**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:

- 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.
- 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

HARISH  
CHANDRA  
GUPTA  
Digitally signed by  
HARISH CHANDRA  
GUPTA  
Date: 2017.11.21  
17:31:53 +05'30'

DIN of the director

00334405

To be digitally signed by

ASHWANI  
KUMAR  
VERMA  
Digitally signed by  
ASHWANI KUMAR  
VERMA  
Date: 2017.11.24  
17:15:20 +05'30'

Company Secretary

Company secretary in practice

Membership number

9296

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

Attach

Attach

Attach

Attach

**List of attachments**

List of shareholders.pdf  
Share transfer details.pdf  
Committee meetings 2016-17.pdf  
Form MGT-8 roto pumps.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**