

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

L28991UP1975PLC004152

Pre-fill

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 SPECIALECONOMIC ZONE NOIDA NA
UTTAR PRADESH
Uttar Pradesh
201305
India

(c) *e-mail ID of the company

CO*****PS.COM

(d) *Telephone number with STD code

01*****02

(e) Website

www.rotopumps.com

(iii) Date of Incorporation

31/07/1975

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

28/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

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,	99.07
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	0.19

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

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

8

Pre-fill All

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

2	Roto Pumps Americas Inc.		Subsidiary	100
3	Roto Pumps North Americas In		Subsidiary	100
4	Roto Overseas Pte Ltd		Subsidiary	100
5	Roto Pumps (Africa) Pty Ltd		Subsidiary	74.99
6	Roto Pumps (Malayisa) Sdn. Bh		Subsidiary	100
7	Roto Pumps Mena FZE		Subsidiary	100
8	ROTO ENERGY SYSTEMS LIMITI	U29120UP2021PLC144352	Subsidiary	100

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	31,407,610	31,407,610	31,407,610
Total amount of equity shares (in Rupees)	100,000,000	62,815,220	62,815,220	62,815,220

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	50,000,000	31,407,610	31,407,610	31,407,610
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	100,000,000	62,815,220	62,815,220	62,815,220

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	186,502	15,517,303	15703805	31,407,610	31,407,610	
Increase during the year	0	15,750,805	15750805	31,407,610	31,407,610	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	15,703,805	15703805	31,407,610	31,407,610	
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	
x. Others, specify	0	47,000	47000			
Shares Demated						
Decrease during the year	47,000	0	47000	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	

iv. Others, specify	47,000	0	47000			
Shares Demated						
At the end of the year	139,502	31,268,108	31407610	62,815,220	62,815,220	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE535D01029

(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" value="28/09/2023"/>
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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

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"/>		
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) *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
Total			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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

2,298,049,406

(ii) Net worth of the Company

1,964,695,146

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	21,125,970	67.26	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	21,125,970	67.26	0	0

Total number of shareholders (promoters)

18

(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	8,732,701	27.8	0	
	(ii) Non-resident Indian (NRI)	388,065	1.24	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	152,327	0.49	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	385,331	1.23	0	
10.	Others Trusts, IEPF, LLP, Clearing Me	623,216	1.98	0	
	Total	10,281,640	32.74	0	0

Total number of shareholders (other than promoters)

26,723

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

26,741

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

9

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, 9th Flc			1,555	0
BUMA-UNIVERSAL-FO	JP Morgan Chase Bank N.A, 9th Flc			18,984	0.06
TEACHERS RETIREMEN	JP Morgan Chase Bank N.A, 9th Flc			11,362	0.04
QUADRATURE CAPITA	JP Morgan Chase Bank N.A, 9th Flc			5,692	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FIDELITY RUTLAND SC	CITIBANK N.A. CUSTODY SERVICES			6,048	0.02
AMERICAN CENTURY F	HSBC SECURITIES SERVICES, 11TH			207	0
EMPLOYEES RETIREME	DEUTSCHE BANK AG, DB HOUSE, F			7,012	0.02
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE, F			11,467	0.04
PASSAGE TO INDIA M	C/O OCORIAN CORPORATE SERVIC			90,000	0.29

**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	18	18
Members (other than promoters)	10,953	26,723
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	3	1	3	1	28.79	15.92
B. Non-Promoter	0	4	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	5	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	3	5	3	6	28.79	15.92
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(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 Gu	00334405	Managing Director	4,073,190	
Mr. Anurag Gupta	00334160	Whole-time directo	2,420,670	
Mr. Arvind Veer Gupta	00334233	Whole-time directo	2,545,670	
Mrs. Asha Gupta	00334345	Director	5,000,530	
Dr. Ramesh Chandra V	01068196	Director	0	27/09/2024
Mr. Basant Seth	02798529	Director	0	27/09/2024
Mr. Anand Bordia	00679165	Director	0	27/09/2024
Mr. Akhi Joshi	06604954	Director	0	
Mrs. Kavita Bhatnagar	10303852	Director	0	
Mr. Pradeep Jain	AAEPJ6827A	CFO	0	
Mr. Ashwani Kumar Ve	ACQPV9427L	Company Secretar	20	

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

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)
Mrs. Kavita Bhatnag	10303852	Additional director	30/09/2023	Appointment
Mrs. Kavita Bhatnag	10303852	Director	24/12/2023	Change in designation

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

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	28/09/2023	20,752	50	46.32

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	23/05/2023	8	8	100
2	11/08/2023	8	5	62.5
3	10/11/2023	9	9	100
4	14/02/2024	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

15

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	23/05/2023	5	5	100
2	Audit Committee	11/08/2023	5	3	60
3	Audit Committee	10/11/2023	5	5	100
4	Audit Committee	14/02/2024	5	4	80
5	Nomination & Remuneration	30/09/2023	4	4	100
6	Nomination & Remuneration	31/03/2024	4	4	100
7	Stakeholders' Meeting	23/05/2023	3	3	100
8	Stakeholders' Meeting	11/08/2023	3	2	66.67
9	Stakeholders' Meeting	10/11/2023	3	3	100
10	Stakeholders' Meeting	14/02/2024	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	28/09/2024
								(Y/N/NA)
1	Mr. Harish Ch	4	4	100	2	2	100	Yes
2	Mr. Anurag Gu	4	3	75	9	8	88.89	Yes
3	Mr. Arvind Vee	4	4	100	9	9	100	Yes
4	Mrs. Asha Gu	4	3	75	4	3	75	Yes
5	Dr. Ramesh C	4	4	100	8	8	100	Not Applicable
6	Mr. Basant Se	4	4	100	6	6	100	Not Applicable
7	Mr. Anand Bor	4	2	50	6	4	66.67	Not Applicable
8	Mr. Akhi Joshi	4	4	100	11	11	100	Yes
9	Mrs. Kavita Bh	2	2	100	0	0	0	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	18,480,000	0	0	0	18,480,000
2	Mr. Anurag Gupta	Jt. Managing Dir	11,853,300	0	0	0	11,853,300
3	Mr. Arvind Veer Gu	Dy. Managing D	11,667,900	0	0	0	11,667,900
	Total		42,001,200	0	0	0	42,001,200

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	3,123,768	0	0	0	3,123,768
2	Mr. Ashwani Kumar	Company Secre	2,982,643	0	0	0	2,982,643
	Total		6,106,411	0	0	0	6,106,411

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	Dr. Ramesh Chandr	Independent Dir	0	0	0	275,000	275,000
2	Mr. Anand Bordia	Independent Dir	0	0	0	145,000	145,000
3	Mrs. Asha Gupta	Non Executive D	0	0	0	150,000	150,000
4	Mr. Basant Seth	Independent Dir	0	0	0	245,000	245,000
5	Mr. Akhil Joshi	Independent Dir	0	0	0	320,000	320,000
6	Mrs. Kavita Bhatnag	Independent Dir	0	0	0	75,000	75,000
	Total		0	0	0	1,210,000	1,210,000

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

SHAILESH DAYAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

7142

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. ... 07 dated 11/04/2014

(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

ARVIND
VEER
GUPTA
Digitally signed by
ARVIND VEER
GUPTA
Date: 2024.11.26
18:43:08 +05'30'

DIN of the director

0*3*4*3*

To be digitally signed by

Ashwani
Kumar
Verma
Digitally signed by
Ashwani Kumar
Verma
Date: 2024.12.16
13:47:38 +05'30'

Company Secretary

Company secretary in practice

Membership number

g*9*

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 31032024.pdf List of Transfers 31032024.pdf Committee meetings.pdf MGT-8 2024 RPL.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