

# 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 (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

U27109MH2006PTC161325

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCR3029G

(ii) (a) Name of the company

ROTHERDE INDIA PRIVATE LI

(b) Registered office address

GAT NO. 429, VILLAGE WADIVARHE  
AT POST : GONDE, TALUKA : IGATPURI  
NASHIK  
Maharashtra  
422403

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

sarvesh.verma@thyssenkrupp.

(d) \*Telephone number with STD code

02553302319

(e) Website

https://www.thyssenkrupp-rot

(iii) Date of Incorporation

24/04/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 04/12/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F64295009

Pre-fill

(e) Extended due date of AGM after grant of extension 30/12/2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

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,	100

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

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Thyssenkrupp Rothe Erde Gerr		Holding	72.39

## 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	380,000,000	164,469,037	164,469,037	164,469,037
Total amount of equity shares (in Rupees)	3,800,000,000	1,644,690,370	1,644,690,370	1,644,690,370

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	380,000,000	164,469,037	164,469,037	164,469,037
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,800,000,000	1,644,690,370	1,644,690,370	1,644,690,370

**(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>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	164,469,037	0	164469037	1,644,690,3	1,644,690,;	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	164,469,037	0	164469037	1,644,690,3	1,644,690,;	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

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

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

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

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

**(i) Turnover**

4,568,232,649

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

1,628,895,325

**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	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)	164,469,037	100	0	
10.	Others	0	0	0	
	<b>Total</b>	164,469,037	100	0	0

**Total number of shareholders (promoters)**

6

**(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	

	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

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

6

**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	6	6
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	3	2	3	2	0	0
(i) Non-Independent	3	2	3	2	0	0
(ii) Independent	0	0	0	0	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>	3	2	3	2	0	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)
WINFRIED SCHULTE	00176721	Director	0	
SARVESH SHANKER V	08065810	Whole-time director	0	
SARVESH SHANKER V	AASPV1912E	CFO	0	
MANISH SHIV KUMAR	08065816	Whole-time director	0	
YOGESH BHAURAO B	08955475	Director	0	
LARS CHRISTIAN WUF	09411965	Director	0	30/04/2023
DEEPTI SHARMA	CYRPS6758J	Company Secretary	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)
LARS CHRISTIAN WUF	09411965	Director	23/09/2022	Change in Designation from Addition

**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	23/09/2022	6	6	100

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2022	5	3	60
2	29/08/2022	5	3	60

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	21/09/2022	5	3	60
4	21/12/2022	5	3	60
5	08/02/2023	5	4	80

#### C. COMMITTEE MEETINGS

Number of meetings held

2

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	CSR Committee	12/05/2022	3	2	66.67
2	CSR Committee	08/02/2023	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	04/12/2023
								(Y/N/NA)
1	WINFRIED SC	5	2	40	2	1	50	No
2	SARVESH SH	5	5	100	2	2	100	Yes
3	MANISH SHIV	5	5	100	2	2	100	Yes
4	YOGESH BH/A	5	3	60	0	0	0	No
5	LARS CHRIST	5	1	20	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANISH SHIV KUM	Whole-time direc	15,046,294	0	0	0	15,046,294
2	SARVESH SHANKI	Whole-time direc	14,159,936	0	0	0	14,159,936
	Total		29,206,230	0	0	0	29,206,230

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DEEPTI SHARMA	Company Secre	1,671,395	0	0	0	1,671,395
	Total		1,671,395	0	0	0	1,671,395

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	YOGESH BHAURA	Director	2,820,235	0	0	0	2,820,235
	Total		2,820,235	0	0	0	2,820,235

#### 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

CS Manjushri Maslekar

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5382

**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.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... **01-adjourned B1** dated **24/11/2023**

(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

SARVESH SHANKER VERMA  
Digitally signed by SARVESH SHANKER VERMA  
Date: 2023.12.28 12:05:34 +05'30'

DIN of the director

08065810

**To be digitally signed by**

DEEPTI SHARMA  
Digitally signed by DEEPTI SHARMA  
Date: 2023.12.28 12:06:23 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

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 31032023.pdf
Extention of AGM Approval Order.pdf
Rothe_From MGT-8 23.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**

**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]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **Rothe Erde India Private Limited**, CIN: U27109MH2006PTC161325, having registered office at Gat No. 429, Village Wadivarhe, at Post Gonde, Taluka: Igatpuri, Nashik- 422403, Maharashtra, India (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, and agents, I 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 & Rules made there under in respect of:

1. Its status under the Act.

2. Maintenance of registers/records and 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, Regional Director, Central Government, the Tribunal, Court, or other authorities within the prescribed time and with and without additional fees as listed in Annexure-01 to this certificate.

4. The company has duly complied with provisions for calling and convening and holding meetings of Board of Directors and CSR committee meetings 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 have been properly recorded in the Minute Book and Registers maintained for the purpose and the same have been signed.

5. The company was not required to close its Register of Members during the financial year.



6. No loans or advances as represented by book debits was given by the company to its directors and/or persons or firms or companies referred to in section 185 of the Act during the financial year under review hence particular section was not applicable during the year.

7. As explained by management and as per Note No. 56 (g) of audited financial statements as at 31/03/2023 all international transactions with associated enterprises are undertaken at negotiated, contracted prices on usual commercial terms and the company doing study for a Transfer Pricing in accordance with the provisions of the Income Tax Act, 1961, based on this explanation we herewith state that, during the year, the company had entered into transactions and contacts with holding company and its fellow subsidiaries and the provisions of Section 188 of Companies Act, 2013 are not applicable for such transactions and contracts with related parties as the same are done in ordinary course of business and at arm's length basis and are not prejudicial to the interest of shareholders of the company.

8. There was no issue or transfer or allotment of shares during the financial year. There were no instances of 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 during the financial year ended on 31<sup>st</sup> March 2023.

9. The company has not kept in abeyance the rights to dividend, rights shares and bonus shares during the financial year ended on 31<sup>st</sup> March 2023.

10. The company has not declared dividend during the year, hence the provisions for declaration and payment of dividend including interim dividend are not applicable to company during the year and accordingly, there was no need to transfer of unpaid or unclaimed dividend or other amounts as applicable to the Investor Education and Protection Fund in accordance with applicable section of the Act.

11. The company has complied with provisions of 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. The composition of Board of Directors was duly constituted during the year 2022-23.

There was no instance of appointment, retirement, and filling of casual vacancy of directors during the year. However, There was instance of regularization of appointment of Additional Director in the Annual General Meeting held on 23/09/2022 held for the financial year ended on 31/03/2022 as mentioned below. The company has complied with the provisions of the Act for appointment of Director.

DIN	Name	Appointment/ Change in Designation	Date of Appointment/ Change in Designation
09411965	Lars Christian Wurker	Regularized as Non-Executive Director from Additional Director	23/09/2022



There was no instance of resignation of directors or Key Managerial Personnel during the year.

The directors and key managerial personnel have disclosed their interest for the year 2022-23

Being a private limited company, the provisions of Section 197 of the Act for payment of remuneration to Key Managerial personnel are not applicable to company.

13. The company has complied with the provisions of Section 139 of the Act, for appointment including re-appointment of auditor and there was no instance of filling of casual vacancy of auditor during the year.

14. No approval was required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the financial year.

Except, in the Annual General meeting of the shareholders held on 23/09/2022 by passing special resolution the company has amended the Main Object Clause No 3 (a) (1) of Memorandum of Association by adding objects pertaining to trading and dealing in grease oil and other lubricating oils as main activity along with existing main business activity and amended the format of Memorandum of Association as per provisions of Companies Act, 2013 and complied with the respective provisions of Companies Act 2013 and received Certificate of Registration of Special Resolution Confirming alteration of object clause dated October 27, 2022 from Registrar of Companies, Mumbai

15. During the financial year company has not made acceptance of Deposits during the year and there was no need for renewal or repayment of deposits as company has never accepted the deposits.

16. There was no instance of borrowings from its directors, members, public financial institutions, banks, and others during the financial year and hence there was no creation/ modification/ satisfaction of charges in that respect applicable during the financial year.

External Commercial Borrowings availed during previous financial year 2021-22 from its ultimate holding company for financing its working capital requirements and capital expenditure was in compliance with all necessary provisions under the Companies Act, 2013 and Foreign Exchange Management Act, 2000 was continued in current year.

17. There was no instance of loan, investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year.

18. The company has During the financial year, in the Annual General Meeting of shareholders held on 23<sup>rd</sup> September 2022 by passing special resolution has altered the Clauses of Memorandum of Association as mentioned below: -

a) Adopted the new format of Memorandum of Association as prescribed under Table - A in Schedule I of Companies Act, 2013 in place of existing Memorandum of Association in order to be in consonance with provisions of Companies Act 2013.



b) Amended the Main Object Clause No 3 (a) (1) of Memorandum of Association of Company by adding objects pertaining to dealing and trading in grease oil and other lubricating oils as main activity along with existing main object.


c) Clause No III (B) "THE OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" replaced with and titled as "(3) (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (a) ARE" without changing or altering the number and contents of Clause No III (B) 3 to 36 of existing Memorandum of Association.

d) deletion of Clause No. 37 to 45 of Clause III (C) -The Other Objects of Existing Memorandum of Association as per prescribed new format of Memorandum of Association.

and complied with provisions of Companies Act, 2013 with respect to alteration of Memorandum of Association and received Certificate of Registration of Special Resolution Confirming alteration of object clause dated October 27, 2022, from Registrar of Companies, Mumbai.

The company has not made alteration of the provisions of Articles of Association of The Company during the financial year.

For **MDSB AND CO. LLP**  
Company Secretaries  
UCN : L2019MH005700

  
**CS Manjushri Maslekar**  
(Designated Partner)  
FCS 5663 CP 5382  
UDIN: F0056631003028639  
Given on: 25/12/2023  
Place: Pune



## Annexure 01

## Form MGT-8 of Rothe Erde India Private Limited as on 31/03/2023

Table showing details for e-Forms filed within and after due date for filing the same with competent authority for Events/Matters/Compliances done during Financial Year 2022-23:

Description of the Event/ Matter/ Compliance	Date of the Event	Section	Due date for filling or doing compliance	Form Filed/ Compliance done	Date of filing SRN/SRN for compliance	Concerned Authority (ROC/NCLT/Court)	Reasons for delay if any
MSME Form I (For Half Year Ended- October to March 2022)	31/03/2022	Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405	30/04/2022	MSME Form I	22/04/2022 T96929419	ROC	NA
MSME Form I (For Half Year Ended- April to September 2022)	30/09/2022		30/10/2022		08/11/2022 F41217159	ROC	Inadvertent Delay
MSME Form I (For Half Year Ended- October to March 2023)	31/03/2023		30/04/2023		17/04/2023 F60536471	ROC	NA
Cost Auditor Appointment for 2022-23	12/05/2022	S. 148 (3)	11/06/2022	Form CRA-2	25/05/2022 F02677136	ROC	NA
Form DPT-3- Annual Return (31/03/2022)	31/03/2022	Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014	30/06/2022	Form DPT-3	31/05/2022 F03662616	ROC	NA
Form for filing of cost audit report with the central Government	21/09/2022	S 148 (6)	21/10/2022	Form CRA-4	19/10/2022 F31422983	ROC	NA
Ratification of Remuneration of Cost Auditor for FY 2022-23 & Alteration of MOA	23/09/2022	S. 117 S. 148(1) S. 4 S. 13	21/10/2022	Form MGT-14	17/10/2022 F30747109	ROC	NA



Regularisation of Appointment of Lars Christian Wurker as Director	23/09/2022	S. 152	23/10/2022	Form DIR-12	17/10/2022 F30746846	ROC	NA
Adoption of Audited financial statement in AGM	23/09/2022	S. 137	22/10/2022	Form AOC-4 XBRL	19/10/2022 F31455199	ROC	NA
Annual Return FY 2021-22	23/09/2022	S.92	22/11/2022	Form MGT-7	20/10/2022 F31535339	ROC	NA
Appointment Statutory Auditor of company for FY 2022-27	23/09/2022	S. 139	08/10/2022	Form ADT-1	17/11/2022 F44633840	ROC	Inadvertent Delay
Report on CSR	31/03/2022	Rule 12 (1B) of Companies (Accounts) Rules, 2014	31/03/2023	CSR-2	30/03/2023 F60089299	ROC	NA

For **MDSB AND CO.LLP**  
Company Secretaries  
UCN : L2019MH005700

*CS*  
**CS Manjushri Maslekar**  
(Designated Partner)  
FCS : 5663, CP:5382

UDIN: F005663E003028639  
Given on: 25/12/2023  
Place: Pune



# Rothe Erde India (Bearing Division)



## LIST OF SHAREHOLDER'S AND SHAREHOLDING PATTERN AS ON DATE OF FINANCIAL YEAR ENDED ON 31/03/2023.

TYPE OF Shares: Equity Shares

Face Value Per Share: Rs. 10/-

L.F No.	Share Holder's Full Name	Residential status/ Nationality	Address	No. of Shares Held	% of shares held on paid up capital as on 31 March 2023
03	thyssenkrupp ROTHE ERDE Germany GMBH	Foreign body corporate- Germany	Tremoniastrasse, 5-11, 44137, Dortmund Germany	11,90,56,990	72.39%
04	thyssenkrupp ROTHE ERDE ITALY SpA (Erstwhile Known as ROTHE ERDE - METALLURGICA ROSSI S.P.A.)	Foreign body corporate- Italy	Viale Kennedy, 126, I-25010, Visano-Brescia, Italy	10	
05	Thyssenkrupp Gerlach GmbH	Foreign body corporate - Germany	Neue Industriest Rabe, 66424, Homburg, Germany	1,47,39,767	8.96%
06	Thyssenkrupp Technologies Beteiligungen GmbH	Foreign body corporate- Germany	Thyssenkrupp Allee 1, 45143, Essen, Germany	01	
07	Berco SpA	Foreign body corporate - Italy	Copparo (FE), Via 10, Maggio 237, 44034, Copparo (FE) Italy	3,05,34,244	18.57%
08	Berco Deutschland GmbH	Foreign body corporate	Hagener Str. 256-270 58256, Ennepetal, Germany	1,38,025	0.08%
<b>Total No. of Shares Held</b>				<b>16,44,69,037</b>	<b>100%</b>

On behalf of  
Rothe Erde India Private Limited

*Deepti Sharma*



Ms. Deepti Sharma  
Company Secretary M. No: A32221

**Address:** Rothe Erde India Private Limited, Gat No. 429, Village Wadivarhe, Post Gonde, Taluka Igatpuri, Dist Nashik, Maharashtra, 422 403, India.  
**Phone:** +91 (0) 2553 302231 **Fax:** +91 (0) 2553 302300 **Internet:** <https://www.thyssenkrupp-rotheerde.com> / [www.thyssenkrupp.com](http://www.thyssenkrupp.com)  
**Email ID:** info.rotheerdeindia@thyssenkrupp.com  
**Chairman:** Mr. Winfried Schulte  
**CIN No:** U27109MH2006PTC161325  
**Bankers:** Deutsche Bank AG, Mumbai;

**Joint Managing Director & CEO:** Mr. Manish Aggarwal  
**Income Tax Pan No.:** AADCR3029G **GST No.:** 27AADCR3029G1ZJ



सत्यमेव जयते

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies  
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

DATED : 22-09-2023

IN THE MATTER OF M/S ROTHE ERDE INDIA PRIVATE LIMITED CIN U27109MH2006PTC161325

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2023 and the Annual general meeting of the company is due to be held on 30-09-2023 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F64295009 on 13-09-2023 requesting for an extension of time for the purpose of holding AGM on the following grounds

Three months allowed

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 03 months 0 days is considered.

**ORDER**

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 03 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,  
**BENUDHAR MISHRA**

Registrar of Companies  
RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

ROTHE ERDE INDIA PRIVATE LIMITED  
GAT NO. 429, VILLAGE WADIVARHE, AT POST : GONDE, TALUKA :  
IGATPURI, NASHIK, Maharashtra, India, 422403



**Note:** This letter is to be generated only when the application is approved by RoC office