

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- GAT NO. 429, VILLAGE WADIVARHE  
AT POST : GONDE, TALUKA : IGATPURI  
NASHIK  
Maharashtra  
422403
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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  (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

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

(e) Extended due date of AGM after grant of extension

## 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,	100

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

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

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

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>				
<b>At the beginning of the year</b>	164,469,037	1,644,690,370	1,644,690,370	
<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 <input type="text"/>				
<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 <input type="text"/>				
<b>At the end of the year</b>	164,469,037	1,644,690,370	1,644,690,370	
<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 <input type="text"/>				
<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 <input type="text"/>				
<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)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

- Nil  
 [Details being provided in a CD/Digital Media]  Yes  No  Not Applicable
- Separate sheet attached for details of transfers  Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

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

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

		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

**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	3	3	2	0	0
(i) Non-Independent	3	3	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>	<b>3</b>	<b>3</b>	<b>3</b>	<b>2</b>	<b>0</b>	<b>0</b>

**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 directo	0	
MANISH SHIV KUMAR	08065816	Whole-time directo	0	
BHALCHANDRA SUBH	08161798	Whole-time directo	0	15/06/2020
KANNADIPARAMBIL A.	08330660	Director	0	
SARVESH SHANKER V	AASPV1912E	CFO	0	
NAMRATA BHASKAR F	BDAPP9367H	Company Secretar	0	02/06/2020

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

3

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)
ANTONIO CARLOS GA	07116051	Director	25/09/2019	Change in Designation from Addition
KANNADIPARAMBIL A.	08330660	Director	25/09/2019	Change in Designation from Addition
ANTONIO CARLOS GA	07116051	Director	15/01/2020	Cessation due to Resignation

## 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	25/09/2019	6	6	100

### B. BOARD MEETINGS

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2019	6	3	50
2	23/07/2019	6	5	83.33
3	16/09/2019	6	4	66.67
4	27/09/2019	6	3	50
5	16/11/2019	6	4	66.67
6	27/01/2020	5	2	40
7	04/02/2020	5	3	60
8	22/02/2020	5	3	60
9	30/03/2020	5	2	40

### C. COMMITTEE MEETINGS

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		1,610,042	0	0	0	1,610,042

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### 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

Observation:

1. Company has not filed Form MSME-I Initial return and half yearly return pursuant to MCA Notification dated 21st February 2019 & 25th April 2019 during financial period under review.

#### 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. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

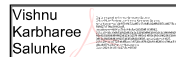
Director

 Digitally signed by Sarvesh Shanker Verma  
Date: 2021.01.05 14:14:33 +05'30'

DIN of the director

08065810

**To be digitally signed by**

 Digitally signed by Vishnu Karbharee Salunke  
Date: 2021.01.05 14:14:33 +05'30'

Company Secretary

Company secretary in practice

Membership number

30831

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders 31 03 2020.pdf Extension of AGM Order_Mumbai ROC_10 Rothe Erde MGT 8 19-20.pdf
---

<b>Remove attachment</b>
--------------------------

---

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**

## ANNEXURE 01

### XII COMPLETE LIST OF SHAREHOLDER'S AND SHAREHOLDING PATTERN

AS ON DATE OF FINANCIAL YEAR ENDED ON 31/03/2020

TYPE OF Shares: Equity Shares

Face Value Per Share: Rs. 10/-

L.F No	Share Holder's Full Name	Father's/Mother's/Spouse's Name	Joint Holder's Full Name	Residential status/Nationality	Address	No. of Shares Held	% of shares held on paid up capital as on 31/03/2020
03	thyssenkrupp rothe erde GmbH	N.A.	N.A	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 SpA)	N.A.	N.A	Foreign body corporate-Italy	Viale Kennedy, 56, 25010, Visano (BS), Italy	10	
05	thyssenkrupp Gerlach GmbH	N.A.	N.A	Foreign body corporate - Germany	Neue IndustriestraBe, 66424, Homburg, Germany	1,47,39,767	8.96%
06	thyssenkrupp Technologies Beteiligungen GmbH	N.A.	N.A	Foreign body corporate-Germany	Thyssenkrupp Allee 1, 45143, Essen, Germany	01	

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: [www.rotheerdeindia.com](http://www.rotheerdeindia.com) / [www.thyssenkrupp.com](http://www.thyssenkrupp.com) Email ID: [info.rotheerdeindia@thyssenkrupp.com](mailto:info.rotheerdeindia@thyssenkrupp.com)

Chairman: Mr. Winfried Schulte

CEO & Jt. Managing Director: Mr. Manish Aggarwal

CIN No: U27109MH2006PTC161325

Bankers: Deutsche Bank AG, Mumbai; HSBC, Mumbai; HDFC Bank, Nashik. Income Tax Pan No.: AADCR 3029 G



Lf No	Share Holder's Full Name	Father's/ Mother's/ Spouse's Name	Joint Holder's Full Name	Residential status/Nationality	Address	No. of Shares Held	% of shares held on paid up capital as on 31/03/2020
07	<b>Berco SpA</b>	N.A.	N.A	Foreign body corporate - Italy	Copparo (FE), Via 10, Maggio 237, 44034, Copparo (FE) Italy	3,05,34,244	18.57%
08	<b>BERCO Deutschland GmbH</b>	N.A.	N.A	Foreign body corporate	Neue IndustriestraBe, D-66424, Homburg, 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 the Board of Directors  
Rothe Erde India Private Limited

**Mr. SARVESH SHANKER VERMA**  
Whole-time Director  
DIN - 08065810  
Add: - ASG 6, Upavan Apartment,  
Flat No.03, Ashwin Nagar  
Near Mahindra House, Cidco Nashik 422009

**Mr. MANISH SHIV KUMAR AGGARWAL**  
Whole-time Director  
DIN - 08065816  
Add: - Flat No.102, Aster Apartment, Plot  
No-254, Near Banjara Hotel, Mahatma  
Nagar, Nashik- 422013

Date: 12/11/2020  
Place: Nashik

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: [www.rotheerdeindia.com](http://www.rotheerdeindia.com) / [www.thyssenkrupp.com](http://www.thyssenkrupp.com) Email ID: info.rotheerdeindia@thyssenkrupp.com

Chairman: Mr. Winfried Schulte

CEO & Jt. Managing Director: Mr. Manish Aggarwal

CIN No: U27109MH2006PTC161325

Bankers: Deutsche Bank AG, Mumbai; HSBC, Mumbai; HDFC Bank, Nashik. Income Tax Pan No.: AACDR 3029 G

भारत सरकार  
कारपोरेट कार्य मंत्रालय  
कंपनी रजिस्ट्रार का कार्यालय  
100, "एवरेस्ट", मरिन ड्राईव, मुंबई - 400002  
दुरभाष / TELE : 2281 2627, 2281 2645, 2281 3760  
फैक्स / FAX : 2281 1977



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES  
100, "EVEREST", MARINE DRIVE,  
MUMBAI - 400 002  
Website : [www.mca.gov.in](http://www.mca.gov.in)  
e-Mail ID : [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

**Order: Extension of time for holding of Annual General Meeting (AGM) for the Financial Year ended on 31.03.2020**

1. Whereas sub-section (1) of section 96 of the Companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its general meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
3. And whereas, the third proviso to section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
4. And whereas, various representations have been received from the companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the Covid -19 Pandemic;
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is



required to be held as per provisions of sub-section (1) of section 96 ought to be extended in terms of the third proviso to section 96(1);

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to sub-section (1) of section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM, for the financial year ended on 31.03.2020 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) of section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

Explanation: It is hereby clarified that the extension granted under this Order shall also cover the:

- (i) pending applications filed in form no. gnl-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;
- (ii) applications filed in Form No. GNL -1 for the extension of AGM for the financial year ended on 31.03.2020, which were rejected,

Where the approval for extension of AGM up to 3 months from the due date of the AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.

  
(Mano Ranjan Das)  
Registrar of Companies  
Maharashtra, Mumbai

Place: Mumbai  
Date: 08.09.2020



# MDSB AND CO. LLP

Company Secretaries

LLPIN : AAP-4949

Tel.: Nashik - (0253) 2364522, Pune : (020) 25440493

E-mail ID : csmdsb@gmail.com

Registered Office : Flat No. 1, 1<sup>st</sup> Floor, Snehad Apartment, Parijat Nagar, Nashik - 422005.

Branch Office : Office No. 22, Landmark Building, Paud Road, Kothrud, Pune - 411038.

9890646795  
9823249077

## 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 Erdc India Private Limited**, CIN:U27109MH2006PTC161325, having registered office at Gat No. 429, Village Wadivarhe, At Post: Gonde, Taluka: Igatpuri, Nashik- 422403, Maharashtra (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 2020**. 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 & 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 additional fees as listed in Annexure-1 to this certificate.



CS Manjushri M. Maslekar  
Mobile : 9823249077

CS Darshan B. Talikot  
Mobile : 9890646795

CS Hemant P. Sonawane  
Mobile : 9762163693

CS Ganesh S. Bhandure  
Mobile : 9689479628

GSTIN - 27ABLFM9720B1Z8

However,

a) The Company has not filed Form MSME-I Initial return and half yearly return pursuant to MCA Notification dated 21st February 2019 & 25th April 2019 during the financial period under review, however the same has been filed under Company Fresh Start Scheme-2020.

b) The company has not filed Form DPT-3 one time return and Annual Return pursuant to Rule 16 of Companies (Acceptance of Deposits) Rules 2014 during the financial period under review however the same has been filed under Company Fresh Start Scheme-2020.

4. The company has duly complied with provisions for calling and convening and holding meetings of Board of Directors and their 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 has not closed its Register of Members during the financial year.

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

7. During the year the company has entered into related party transactions and contracts and/or arrangements with ultimate holding company, holding company and fellow subsidiaries. As per exemption Notification No GSR 464(E) dated 05th June 2015 holding company and subsidiary company is not related party. The company has complied with provisions of Section 188 of Companies Act 2013 with respect to related party transactions and arrangements done with related parties other than ultimate holding company, holding company and fellow subsidiaries.

8. There was no issue or transfer or allotment of shares during the financial year. There was 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 2020;

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 2020.



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 is duly constituted during the year 2019-20

- Change in Designation of Directors During the year 2019-20 :-

Mr. Antonio Carlos Garcia and Mr. Kannadiparambil Ajaikumar Pillai who appointed as Additional Directors has been regularized as directors by shareholders in Annual general meeting held on 25/09/2019.

Name of Director	Designation		Date of Change in Designation
	From	To	
ANTONIO CARLOS GARCIA	Additional Director	Director	25/09/2019
KANNADIPARAMBIL AJAIKUMAR PILLAI	Additional Director	Director	25/09/2019

- Further the company has in the Annual General Meeting Held on 25/09/2019 ratified the appointment of Whole-time-Director Mr. Bhalchandra Subhash Kolarkar who was appointed as whole time director on 18/12/2018

- There was no instance of casual vacancy among directors however following director have resigned from the office of director:

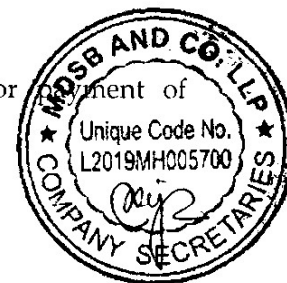
Resignation of Directors During 2019-20

Name of Director	Designation	Date of Resignation
ANTONIO CARLOS GARCIA	Director	15/01/2020

Resignation of Mr ANTONIO CARLOS GARCIA duly approved in Board Meeting held on 27/01/2020

The directors and key managerial personnel have disclosed their interest for the year 2019-2020.

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



13. The company has complied with provisions of Section 139 of the Act, for appointment including re-appointment of auditors 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;


15. During the financial year company has not made acceptance and renewal deposits and during the year there was no need for 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. The company has availed unsecured Inter corporate borrowing during the year, being unsecured no charge was created on the same.

17. There was no instance of 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. The company has given inter corporate loan to body corporate the same is within statutory limit for providing of inter corporate loan u/s 186 of the Act.

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

For, MDSB AND CO. LLP  
Company Secretaries  
Unique Code No. L2019MH005700

Signature:   
Name :- CS Manjushri Maslekar  
(Designated Partner, DIN: 03017832)  
Practicing Company Secretary  
Membership No :- F5663  
C.O. P. No. :- 5382;  
UDIN: F005663B001658204

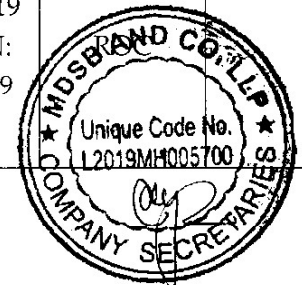


Given on :25<sup>th</sup> December 2020.  
Place: Pune.

**Annexure No. 1To**  
**Form No. MGT-8of Rothe Erde India Private Limited**  
**as on 31/03/2020**


**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 2019-20:**

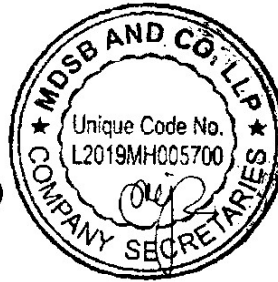
Description of the Event/ Matter/ Compliance	Date of the Event	Section & Description	Due date for filling or doing compliance	Form Filed/ Compliance done	Date of filing SRN/SRN for compliance	Concerned Authority (ROC/NCL T/Court)	Reasons for delay, if any
ACTIVE (Active Company Tagging Identities and Verification)	MCA Notification dated 21st February 2019 & 25th April 2019	S. 12 & Rule 25A of The Companies (Incorporation) Rules, 2014	15/06/2019	INC-22A	12/04/2019 Vide SRN:H51062511	ROC	NA
Cost Auditor Appointment for 2019-20	23/04/2019	S. 148 (3)	23/05/2019	Form CRA-2	21/05/2019 Vide SRN : H60102548	ROC	NA
Adoption of Audited financial statement in AGM	25/09/2019	S.137 Copy of Financial Statement to be filed with Registrar	25/10/2019	Form AOC-4 XBRL	09/10/2019 Vide SRN: R01025964	ROC	N.A.
Signing of Annual Return For 2017-18	25/09/2019	S.92 Annual Return	23/11/2019	Form MGT-7	09/10/2019 Vide SRN: R01021252	ROC	N.A.
Form for filing of cost audit report with the central Government	25/09/2019	S 148 (6) for filing of cost audit report	25/10/2019	Form CRA-4	09/10/2019 Vide SRN: R01029651	ROC	NA
Regularisation of Additional Directors -Mr Garcia & Mr Pillai	25/09/2019	S. 152	25/10/2019	Form DIR-12	09/10/2019 Vide SRN: R01040609		NA



Description of the Event/ Matter/ Compliance	Date of the Event	Section & Description	Due date for filling or doing compliance	Form Filed/ Compliance done	Date of filing SRN/SRN for compliance	Concerned Authority (ROC/NCL T/Court)	Reasons for delay, if any
1. Ratification of Appointment & Remuneration of Cost Auditor 2. Ratification of Appointment of Whole time Director	25/09/2019	S. 117 & S.148 (1) S. 196	25/10/2019	Form MGT-14	09/10/2019 Vide SRN:R01035 328	ROC	NA
Resignation of Director -Mr Garcia	15/01/2020	S.168	14/02/2020	Form DIR-12	06/03/2020 Vide SRN: R34874040	ROC	Due to Inadvertance

For, MDSB AND CO. LLP  
Company Secretaries  
Unique Code No.L2019MH005700

Signature:   
Name :- CS Manjushri Maslekar  
(Designated Partner, DIN: 03017832)  
Practicing Company Secretary  
Membership No :- F5663  
C.O. P. No. :- 5382;



UDIN: F005663B001658204

Given on: 25<sup>th</sup> December 2020.

Place: Pune