

# 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

U35991TN1995PTC062444

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACG1150E

(ii) (a) Name of the company

RORITO INTERNATIONAL PRIV/

(b) Registered office address

NO.2, JANAKPURI, VELACHERY BYPASS ROAD  
VELACHERY  
CHENNAI  
Tamil Nadu  
600042

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

SE\*\*\*\*\*LD.COM

(d) \*Telephone number with STD code

44\*\*\*\*\*40

(e) Website

WWW.RORITOWORLD.COM

(iii) Date of Incorporation

10/02/1995

| (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 01/04/2023 (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 30/09/2024

(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                      | C13                    | Other manufacturing including jewellery, musical instruments, medical instruments, | 85                           |
| 2    | G                        | Trade                              | G1                     | Wholesale Trading  | 15                           |

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

\*No. of Companies for which information is to be given 0

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
| 1    |                     |            |  |                  |

## 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             | 15,000,000         | 5,000,000      | 5,000,000          | 5,000,000       |
| Total amount of equity shares (in Rupees) | 150,000,000        | 50,000,000     | 50,000,000         | 50,000,000      |

Number of classes 1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-----------------|--------------------|----------------|--------------------|-----------------|
|                 |                    |                |                    |                 |

|   |             |            |            |            |
|---|-------------|------------|------------|------------|
| Number of equity shares                   | 15,000,000  | 5,000,000  | 5,000,000  | 5,000,000  |
| Nominal value per share (in rupees)       | 10          | 10         | 10         | 10         |
| Total amount of equity shares (in rupees) | 150,000,000 | 50,000,000 | 50,000,000 | 50,000,000 |

**(b) Preference share capital**

| Particulars                                   | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares             | 2,000,000          | 2,000,000      | 2,000,000          | 2,000,000       |
| Total amount of preference shares (in rupees) | 200,000,000        | 200,000,000    | 200,000,000        | 200,000,000     |

Number of classes

1

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
|   |                    |                |                    |                 |
| Number of preference shares                   | 2,000,000          | 2,000,000      | 2,000,000          | 2,000,000       |
| Nominal value per share (in rupees)           | 100                | 100            | 100                | 100             |
| Total amount of preference shares (in rupees) | 200,000,000        | 200,000,000    | 200,000,000        | 200,000,000     |

**(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>           | 5,000,000        | 0     | 5000000 | 50,000,000           | 50,000,000           |               |
| <b>Increase during the year</b>               | 0                | 0     | 0       | 0                    | 0                    | 0             |
| i. Public 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                  |           |   |         |             |             |   |
|                                     |           |   |         |             |             |   |
| <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                 |           |   |         |             |             |   |
|                                     |           |   |         |             |             |   |
| <b>At the end of the year</b>       | 5,000,000 | 0 | 5000000 | 50,000,000  | 50,000,000  |   |
| <b>Preference shares</b>            |           |   |         |             |             |   |
| <b>At the beginning of the year</b> | 2,000,000 | 0 | 2000000 | 200,000,000 | 200,000,000 |   |
| <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                |           |   |         |             |             |   |
|                                     |           |   |         |             |             |   |
| <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                 |           |   |         |             |             |   |
|                                     |           |   |         |             |             |   |
| <b>At the end of the year</b>       | 2,000,000 | 0 | 2000000 | 200,000,000 | 200,000,000 |   |

ISIN of the equity shares of the company

(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        |         |   |            |
| 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"/> |
|--|----------------------|

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

| Particulars                   | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures    | 0               | o                      | 0           |
| Partly convertible debentures | 0               | o                      | 0           |
| Fully convertible debentures  | 0               | o                      | 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

1,352,387,220

(ii) Net worth of the Company

-378,002,200

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                              | 2,500,000        | 50         | 0                | 0          |
|        | (ii) Non-resident Indian (NRI)          | 100,000          | 2          | 0                | 0          |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                | 0          |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                | 0          |
|        | (ii) State Government                   | 0                | 0          | 0                | 0          |
|        | (iii) Government companies              | 0                | 0          | 0                | 0          |
| 3.     | Insurance companies                     | 0                | 0          | 0                | 0          |
| 4.     | Banks                                   | 0                | 0          | 0                | 0          |
| 5.     | Financial institutions                  | 0                | 0          | 0                | 0          |

|     |   |           |     |   |   |
|-----|---|-----------|-----|---|---|
| 6.  | Foreign institutional investors         | 0         | 0   | 0 | 0 |
| 7.  | Mutual funds                            | 0         | 0   | 0 | 0 |
| 8.  | Venture capital                         | 0         | 0   | 0 | 0 |
| 9.  | Body corporate<br>(not mentioned above) | 2,400,000 | 48  | 0 | 0 |
| 10. | Others                                  | 0         | 0   | 0 | 0 |
|     | <b>Total</b>                            | 5,000,000 | 100 | 0 | 0 |

**Total number of shareholders (promoters)**

4

**(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                | 0          |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                | 0          |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                | 0          |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                | 0          |
|        | (ii) State Government                   | 0                | 0          | 0                | 0          |
|        | (iii) Government companies              | 0                | 0          | 0                | 0          |
| 3.     | Insurance companies                     | 0                | 0          | 0                | 0          |
| 4.     | Banks                                   | 0                | 0          | 0                | 0          |
| 5.     | Financial institutions                  | 0                | 0          | 0                | 0          |
| 6.     | Foreign institutional investors         | 0                | 0          | 0                | 0          |
| 7.     | Mutual funds                            | 0                | 0          | 0                | 0          |
| 8.     | Venture capital                         | 0                | 0          | 0                | 0          |
| 9.     | Body corporate<br>(not mentioned above) | 0                | 0          | 2,000,000        | 100        |
| 10.    | Others                                  | 0                | 0          | 0                | 0          |



|  |              |   |   |           |     |
|--|--------------|---|---|-----------|-----|
|  | <b>Total</b> | 0 | 0 | 2,000,000 | 100 |
|--|--------------|---|---|-----------|-----|

Total number of shareholders (other than promoters)

8

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

12

**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                         | 4                            | 4                      |
| Members<br>(other than promoters) | 8                            | 8                      |
| 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  | 0             | 3  | 0             | 52   | 0             |
| <b>B. Non-Promoter</b>                   | 0  | 0             | 0  | 0             | 0  | 0             |
| (i) Non-Independent                      | 0  | 0             | 0  | 0             | 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  | 0             | 3  | 0             | 52   | 0             |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

4

**(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) |
|-------------------|------------|---------------------|--------------------------------|--|
| INDRAKUMAR MAHEI  | 00313865   | Managing Director   | 100,000                        |  |
| MOHAMED ALI MOHA  | 00200546   | Whole-time director | 2,250,000                      |  |
| ABDUL KHADER SEYI | 00366736   | Whole-time director | 250,000                        |  |
| ANDURANGA VIJAYA  | AAFPV3515Q | Company Secretary   | 0                              |  |

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

0

| 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) |
|------|---------|--|---|--|
|      |         |  |   |  |

**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

2

| Type of meeting               | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|-------------------------------|-----------------|--|----------------------------|-------------------------|
|                               |                 |  | Number of members attended | % of total shareholding |
| EXTRAORDINARY GENERAL MEETING | 30/08/2023      | 12   | 4                          | 100                     |
| ANNUAL GENERAL MEETING        | 29/09/2023      | 12   | 2                          | 53                      |

**B. BOARD MEETINGS**

\*Number of meetings held

6

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 09/06/2023      | 3  | 3                            | 100             |
| 2      | 14/07/2023      | 3  | 3                            | 100             |
| 3      | 31/08/2023      | 3  | 3                            | 100             |
| 4      | 22/12/2023      | 3  | 3                            | 100             |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 5      | 09/01/2024      | 3  | 2                            | 66.67           |
| 6      | 28/02/2024      | 3  | 3                            | 100             |

#### C. COMMITTEE MEETINGS

Number of meetings held

0

| 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      |                 |                 |   |                            |                 |

#### 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 | 30/09/2024                   |
|        |                      |  |                             |                 |  |                             |                 | (Y/N/NA)                     |
|        |                      |  |                             |                 |  |                             |                 |                              |
| 1      | INDRAKUMAR MAI       | 6  | 6                           | 100             | 0  | 0                           | 0               | No                           |
| 2      | MOHAMED ALI MC       | 6  | 5                           | 83.33           | 0  | 0                           | 0               | Yes                          |
| 3      | ABDUL KHADER S       | 6  | 6                           | 100             | 0  | 0                           | 0               | Yes                          |

#### 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/<br>Sweat equity | Others  | Total Amount |
|--------|----------------|--------------|--------------|------------|-------------------------------|---------|--------------|
| 1      | INDRAKUMAR MAI | MANAGING DIF | 0            | 0          | 0                             | 120,000 | 120,000      |
| 2      | ABDUL KHADER S | WHOLETEIME D | 3,135,154    | 0          | 0                             | 120,000 | 3,255,154    |
| 3      | MOHAMED ALI MC | WHOLETEIME D | 1,200,000    | 0          | 0                             | 100,000 | 1,300,000    |
|        | Total          |              | 4,335,154    | 0          | 0                             | 340,000 | 4,675,154    |

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

1

| S. No. | Name           | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | PANDURANGA VIJ | COMPANY SEC | 3,040,415    | 0          | 0                             | 0      | 3,040,415       |
|        | Total          |             | 3,040,415    | 0          | 0                             | 0      | 3,040,415       |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name  | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>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

#### 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

SOY JOSEPH

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

5612

#### 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. ...

5

dated

23/11/2018

(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  
INDRAKUMAR  
MAHENDRAN  
Date: 2024.11.26  
17:05:54 +05'30'

DIN of the director

0\*3\*3\*6\*

#### To be digitally signed by

Digitally signed by  
PANDURAN  
GA VIJAYA  
MADHAVA  
Date: 2024.11.26  
17:06:22 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

8\*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 31 03 2024 Rorito.pdf  
Intimation Designated Person Rorito.pdf  
Rorito\_MGT 8 V2 2 SD.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**

# RORITO INTERNATIONAL PVT. LTD.

(formerly G.M.PENS INTERNATIONAL PVT. LTD.)

Regd. Office: No.2, Janakpuri, Velachery Bypass Road, Velachery, Chennai - 600 042. India.

Tel.: +91 44 2245 4140 / 2245 4141. CIN: U35991TN1995PTC062444.

E-mail: ho@roritoworld.com www.roritoworld.com

## ANNEXURE TO FORM NO. MGT -7

### LIST OF EQUITY SHAREHOLDERS AS ON 31.03.2024

| Name & address of shareholders  | Folio No. | DP ID - Client Id Account No. | No. of Shares held | Class of Shares                        |
|---|-----------|-------------------------------|--------------------|--|
| Mr. S. Abdul Khader<br>S/o Mr. Seyed Ahamed<br>No.5/ 8A, Kathiravan Salai,<br>Neelangarai,<br>Chennai - 600 041,<br>Tamil Nadu                              | 02        | N.A                           | 2,50,000           | Equity -<br>Face Value<br>Rs.10/- each |
| Mr. Indrakumar Mahendran<br>S/o. Mr. Arumugam Mahendran<br>Post Box No. 52474,<br>DUBAI, U.A.E.   | 03        | N.A.                          | 1,00,000           | Equity -<br>Face Value<br>Rs.10/- each |
| M/s. Isada Holdings Limited<br>Post Box No. 52474,<br>DUBAI, U.A.E.   | 06        | N.A.                          | 24,00,000          | Equity -<br>Face Value<br>Rs.10/- each |
| Mr. M. Mohamed Ali<br>S/o. Mr. K. Mohamed Meeran<br>No.4/494, South 3rd Main Road,<br>Kapaleeswarar Nagar, Neelangarai,<br>Chennai - 600 041,<br>Tamil Nadu | 07        | N.A                           | 22,50,000          | Equity -<br>Face Value<br>Rs.10/- each |
| Total No. of Equity Shares  |           |                               | 50,00,000          |  |

for Rorito International Private Limited



P. Vijaya Madhava

P. Vijaya Madhava  
Company Secretary  
Mem.No.8696

Indrakumar Mahendran

Indrakumar Mahendran  
Managing Director  
DIN : 00313865

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## LIST OF 2.5% NON- CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDERS AS ON 31.03.2024 – "SERIES -I"

| Name & address of shareholders  | Folio No. | DP ID - Client Id Account No. | No. of Shares held | Class of Shares                            |
|---|-----------|-------------------------------|--------------------|--|
| Ahlan Agro Farms Private Limited<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620    | P / 01    | N.A                           | 1,26,000           | Preference<br>-- Face Value<br>Rs.100 each |
| A.J. Agro Farms Private Limited<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620     | P / 02    | N.A                           | 8,000              | Preference<br>-- Face Value<br>Rs.100 each |
| Agro Wonder Agri Farms Private Ltd.<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620 | P / 03    | N.A                           | 68,000             | Preference<br>-- Face Value<br>Rs.100 each |
| Blossoms Agro Farms Private Ltd.<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620    | P / 04    | N.A                           | 43,000             | Preference<br>-- Face Value<br>Rs.100 each |
| Vallanad Estates Private Limited<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620    | P / 05    | N.A                           | 18,000             | Preference<br>-- Face Value<br>Rs.100 each |
| Wellworth Agro Farms Private Ltd<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620    | P / 06    | N.A                           | 8,000              | Preference<br>-- Face Value<br>Rs.100 each |
| Wonderland Estates Private Ltd.<br>No.1, Valavan Kinaru, Sri Moolakarai Village,<br>Patemanagaram Post,<br>Tuticorin District<br>Tamil Nadu - 628 620     | P / 07    | N.A                           | 79,000             | Preference<br>-- Face Value<br>Rs.100 each |
| <b>Total</b>  |           |                               | <b>3,50,000</b>    |  |

for Rorito International Private Limited



*P. Vijaya Madhava*

P. Vijaya Madhava  
Company Secretary  
Mem.No.8696

*Indrakumar Mahendran*

Indrakumar Mahendran  
Managing Director  
DIN : 00313865



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## LIST OF 7.5% NON- CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDERS AS ON 31.03.2024 – "SERIES –II"

| Name & address of shareholders  | Folio No. | DP ID - Client Id<br>Account No. | No. of Shares<br>held | Class of<br>Shares                               |
|---|-----------|----------------------------------|-----------------------|--|
| M/S G.M.P PROPERTIES PRIVATE<br>LIMITED<br>No.9 (Old No.45),<br>Pandian Street Sankaran Avenue,<br>Velachery, Chennai 600042. | P II / 01 | N.A                              | 16,50,000             | Preferenc<br>e – Face<br>Value<br>Rs.100<br>each |
| <b>Total</b>  |           |                                  | <b>16,50,000</b>      |  |

for Rorito International Private Limited



P. Vijaya Madhava  
Company Secretary  
Mem.No.8696

Indrakumar Mahendran  
Managing Director  
DIN : 00313865



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**

We have examined the registers, records and books and papers of **M/s. RORITO INTERNATIONAL PRIVATE LIMITED (Formerly known as G.M. Pens International Private Limited)** (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 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

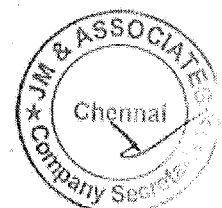
- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid period:
  - 1. The Company has complied with provisions of the Act & Rules made thereunder in respect of its status under the Act.
  - 2. The Company has complied with provisions of the Act & Rules made thereunder in respect of maintenance of registers/records & making entries therein within the time prescribed thereof.
  - 3. The Company has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns with the Registrar of Companies within the prescribed time and such other additional time as provided under Section 403 of the Companies Act, 2013.
  - 4. The Company has complied with the provisions of the Act & Rules made thereunder in respect of calling / convening / holding meetings of Board of Directors or its committees 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 minutes book / registers maintained for the purpose and the same have been signed. During the financial year under review, the Company did not pass any resolution by postal ballot or circular resolutions.

**JM & Associates**

Company Secretaries

Old No 9, New No 4, Avenue Road, Nungambakkam, Chennai - 600 034, INDIA.

Ph : 044 - 2815 2673, 2815 2674, 4859 4676 E-mail : mail@saspartners.com





5. The Company did not close its Register of Members during the financial year under review.
6. During the financial year under review:
  - i. The Company had provided Corporate Guarantee to the tune of INR 750 Lakhs in favor of Axis Bank Limited in connection with the credit facility availed by M/s. G.M. Properties Private Limited.
  - ii. The Company had provided Collateral Security and Corporate Guarantee to the tune of INR 480 Lakhs in favor of Axis Bank Limited in connection with the credit facility availed by M/s. IMCO office Products International Private Limited

Apart from the above, the Company did not grant any advances/loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act.

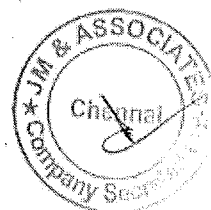
7. The Company has complied with the provisions of the Act and the rules made there under in respect of the contracts/ arrangements with related parties as specified in Section 188.
8. During the financial year under review, there were no issue/allotment/ transfer or transmission / buy-back of securities / redemption of preference shares or debentures / reduction of share capital / conversion of shares / securities or issue of new security certificates.
9. There was no requirement for the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review.
10. Since the Company has not declared any dividend during the year, the Company does not have any requirement to transfer any unpaid/ unclaimed dividend/other amounts to unpaid dividend account. Further, the Company does not have any unclaimed amount in the unpaid dividend account and therefore there is no requirement to transfer any amount to Investor Education and Protection Fund in accordance with section 125 of the Act.
11. The Company has complied with provisions of the Act & Rules made there under in respect 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.

**JM & Associates**

Company Secretaries

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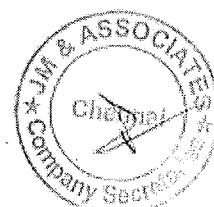


12. The Board is duly constituted. The Company has duly complied with all the relevant provisions of the Act & Rules made there under in respect of disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

During the financial year under review, the reappointment of Mr. Mohamed Ali Mohamed Meeran as a Whole-Time Director of the Company for a further period of five years with effect from 16<sup>th</sup> April 2023 at the Annual General Meeting held on 29<sup>th</sup> September 2023, which was recommended by the Board at their meeting held on 25<sup>th</sup> November 2022.

13. The Company has complied with provisions of the Act & Rules made there under in respect of reappointment of auditors as per the provisions of section 139 of the Act. During the financial year under review, the Company has appointed M/s. Khaja & Sait, Chartered Accountants, (FRN: 01786S) as the Statutory Auditors of the Company, to hold office for a period of five year from the conclusion of the Annual General Meeting held in the year 2023 until the Annual General Meeting to be held in the year 2028.
14. During the financial year under report, there was no requirement for the Company to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act
15. During the financial year under review, the Company did not accept any deposits covered under Chapter – V of the Companies Act, 2013.
16. The Company has not borrowed any funds from its directors and members. However, the Company has availed credit facilities from Banks and Financial Institutions and has complied with the provisions of the Acts & Rules made there under with respect to creation/modification/satisfaction of charges, wherever applicable.

| Charge ID | Date of Event | Charge Favouring     | Nature of Charge       | Particulars of Charge  |
|-----------|---------------|----------------------|------------------------|--|
| 90005557  | 27-04-2023    | Indian Overseas Bank | Modification of Charge | Working Capital Facilities (JOB and IndusInd Bank Ltd) - Secured by Hypothecation of Stock and Book debts. |
| 100141596 | 05-10-2023    | HDFC Bank Limited    | Modification of Charge | Short Term Loan WC and second charge for ECLGS Term Loan and ECLGS 1 by way of equitable mortgage.         |





## JM & Associates

|           |            |                     |                        |  |
|-----------|------------|---------------------|------------------------|--|
| 100853837 | 11-01-2024 | Axis Bank Limited   | Creation of Charge     | Collateral Security provided by the Company for credit facility availed by M/s IMCO Office Products International Private Limited. |
| 10195483  | 29-01-2024 | State Bank of India | Modification of Charge | Cash Credit Facility.  |
| 100141596 | 26-02-2024 | HDFC Bank Limited   | Modification of Charge | Exclusive charge by way of equitable mortgage on immovable property  |

Further, the Company has continuing ECB which was obtained from the Foreign Equity Shareholder during the financial year 2020-2021 as allowed under ECB Guidelines with the approval of RBI.

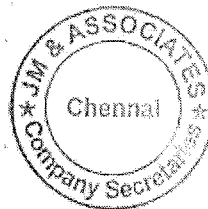
**17. During the financial year under review:**

- The Company had provided Corporate Guarantee to the tune of INR 750 Lakhs in favor of Axis Bank Limited in connection with the credit facility availed by M/s. G.M. Properties Private Limited.
- The Company had provided Collateral Security and Corporate Guarantee to the tune of INR 480 Lakhs in favor of Axis Bank Limited in connection with the credit facility availed by M/s. IMCO Office Products International Private Limited

Apart from the above, the Company did not grant any advances/loans or make any investments pursuant to the provisions of Section 186 of the Companies Act, 2013.

**18. During the financial year under review, the Company did not alter its Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company.**

For JM& Associates  
Company Secretaries



Place : Chennai  
Date : 20.11.2024

SOY JOSEPH  
Digitally signed  
by SOY JOSEPH  
Date: 2024.11.20  
19:35:29 +05'30'

SOY JOSEPH  
Partner

(ACS-13852, COP-5612)  
UDIN: A013852F002420630  
PR No: 1100/2021

## JM & Associates

Company Secretaries

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Tel.: +91 44 2245 4140 / 2245 4141. CIN: U35991TN1995PTC062444.

E-mail: ho@roritoworld.com www.roritoworld.com

26.11.2024

To

The Registrar of Companies,  
Office of the Registrar of Companies,  
"Shastri Bhavan" II Floor  
No.26, Haddows Road, Chennai  
Tamil Nadu - 600 006

Respected Sir,

**Sub:** Nomination of Designated Person under Rule 9(4) of the Companies (Management and Administration) Rules, 2014 – Intimation

We furnish herewith details of officer (Designated Person) nominated by the Board of Directors who shall be responsible for furnishing information to the Registrar of Companies or any authorized officer with respect to beneficial interest in shares of the Company:

|                   |                      |
|-------------------|----------------------|
| Designated Person | Mr. P VIJAYA MADHAVA |
| PAN               | AAFPV3515Q           |
| Designation       | COMPANY SECRETARY    |

The above information is furnished in compliance of Rule 9(7) of the Companies of the Companies (Management and Administration) Rules, 2014.

For Rorito International Private Limited



Indrakumar Mahendran  
Managing Director  
DIN: 00313865