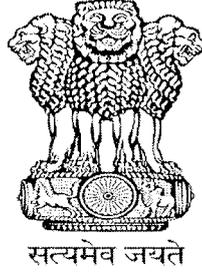


FORM NO. MGT-7

[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

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 PRIVA

(b) Registered office address

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

(c) * e-mail ID of the company

rorito@roritoworld.com

(d) *Telephone number with STD code

4422454140

(e) Website

www.roritoworld.com

(iii) Date of Incorporation

10/02/1995

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

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	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	88.95
2	G	Trade	G1	Wholesale Trading	11.05

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				

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

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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	5,000,000	0	5000000	50,000,000	50,000,000	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	5,000,000	0	5000000	50,000,000	50,000,000	
Preference shares						
At the beginning of the year	350,000	0	350000	35,000,000	35,000,000	
Increase during the year	1,650,000	0	1650000	165,000,000	165,000,000	0
i. Issues of shares	1,650,000	0	1650000	165,000,000	165,000,000	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	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		<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"/>
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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"/>
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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"/>
----------------------------	----------------------

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

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

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

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

1,739,882,997

(ii) Net worth of the Company

-200,602,161

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 (not mentioned above)	2,400,000	48	0	0
10.	Others	0	0	0	0
	Total	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 (not mentioned above)	0	0	2,000,000	100
10.	Others	0	0	0	0

	Total	0	0	2,000,000	100
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Total number of shareholders (other than promoters)

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

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 (other than promoters)	7	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
A. Promoter	3	0	3	0	52	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	0	3	0	52	0

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

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
INDRAKUMAR MAHEN	00313865	Managing Director	100,000	
ABDUL KHADER SEYE	00366736	Whole-time director	250,000	
MOHAMED ALI MOHA	00200546	Whole-time director	2,250,000	
PANDURANGA VIJAY,	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
EXTRA ORDINARY GENERAL MEETING	04/07/2022	11	4	100
ANNUAL GENERAL MEETING	30/09/2022	11	3	98

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	08/07/2022	3	3	100
2	29/07/2022	3	2	66.67
3	25/11/2022	3	3	100
4	30/11/2022	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	24/02/2023	3	2	66.67

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	LOAN COMMI	19/04/2022	2	2	100
2	LOAN COMMI	13/02/2023	2	2	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	
1	INDRAKUMAR MAI	5	5	100	0	0	0	No
2	ABDUL KHAD	5	5	100	2	2	100	Yes
3	MOHAMED A	5	3	60	2	2	100	No

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	INDRAKUMAR MAI	MANAGING DIF	0	0	0	100,000	100,000
2	ABDUL KHADER S	WHOLETIME D	3,122,449	0	0	100,000	3,222,449
3	MOHAMED ALI MC	WHOLETIME D	1,200,000	0	0	60,000	1,260,000
	Total		4,322,449	0	0	260,000	4,582,449

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	PANDURANGA VIJ	COMPANY SEC	2,248,018	0	0	0	2,248,018
	Total		2,248,018	0	0	0	2,248,018

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

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. ... 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
INDRAKUMAR
MAHENDRAN
Date: 2023.11.23
11:19:45 +05'30'

DIN of the director

00313865

To be digitally signed by

Digitally signed by
VIJAYA
MADHAVA
PANDURANGA
Date: 2023.11.23
11:20:05 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

8696

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

Attach
Attach
Attach
Attach

List of attachments

List of shareholders as on 31 03 2023 Ror Rorito_Form MGT-8_FY 22-23_SD.pdf

Remove attachment

Modify

Check Form

Prescription

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 31.03.2023

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

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

LIST OF 2.5% NON- CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDERS AS ON 31.03.2023 – “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 No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 01	N.A	1,26,000	Preference – Face Value Rs.100 each
A.J. Agro Farms Private Limited No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 02	N.A	8,000	Preference – Face Value Rs.100 each
Agro Wonder Agri Farms Private Ltd. No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 03	N.A	68,000	Preference – Face Value Rs.100 each
Blossoms Agro Farms Private Ltd. No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 04	N.A	43,000	Preference – Face Value Rs.100 each
Vallanad Estates Private Limited No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 05	N.A	18,000	Preference – Face Value Rs.100 each
Wellworth Agro Farms Private Ltd No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 06	N.A	8,000	Preference – Face Value Rs.100 each
Wonderland Estates Private Ltd. No.1, Valavan Kinaru, Sri Moolakarai Village, Patemanagaram Post, Tuticorin District Tamil Nadu - 628 620	P / 07	N.A	79,000	Preference – Face Value Rs.100 each
Total			3,50,000	

for Rorito International Private Limited



P. Vijaya Madhava
P. Vijaya Madhava
Company Secretary
Mem.No.8696

Indrakumar Mahendran
Indrakumar Mahendran
Managing Director
DIN : 00313865

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

LIST OF 7.5% NON- CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDERS AS ON 31.03.2023 – "SERIES -II"

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

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 year ended on 31st March 2023. 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 year correctly and adequately.
- B. During the aforesaid period:
1. The Company has complied with provisions of the Act & Rules made there under in respect of its status under the Act.
 2. The Company has complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed there for.
 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 there under 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



JM & Associates

Company Secretaries

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the purpose and the same have been signed. During the year under the review the Company has not passed any resolution by postal ballot.

5. During the year under review, the Company has not closed its register of members.
6. During the year under review, the Company has not given 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 year under review,
 - The company has increased the Authorised Share Capital from INR 20,00,00,000/- (Indian Rupees Twenty Crores only) divided into 1,50,00,000 (One hundred and fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each and 5,00,000 (Five Lakhs) Non-Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each to INR 35,00,00,000 (Indian Rupees Thirty Five Crores Only) divided into 1,50,00,000 (One Hundred and Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 20,00,000 (Twenty Lakhs) Non-Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each at the Extra-Ordinary General Meeting ('EGM') held on 04th July 2022.
 - The company had sought approval of the Board for the issue of 16,50,000 (Sixteen Lakhs Fifty Thousand) 7.5% Non-Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees Hundred Only) in the Board meeting held on 25th March 2022. Consequently, the approval from the shareholders was obtained in the Extra-Ordinary General Meeting of the company held on 04th July 2022.

Further, in the board meeting held on 30th November 2022, 16,50,000 (Sixteen Lakhs Fifty Thousand) 7.5% Non-Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees Hundred Only) each aggregating to INR 16,50,00,000 (Indian Rupees Sixteen Crores Fifty Lakhs Only) was allotted to M/s. G.M.P. Properties Private Limited on rights issue basis and the Company has complied with the provisions of the Act & Rules made there under in connection with the said allotment.





Apart from the above, there were no transfer or transmission / buy-back of securities / redemption of preference shares or debentures / reduction of share capital / conversion of shares / securities.

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.
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.

In the Board Meeting held on 25th November 2022, Mr. Mohamed Ali Mohamed Meeran was re-appointed as a Whole-Time Director of the Company for a further period of five years with effect from 16th April 2023.
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.
14. During the 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 year under review, the Company did not accepted 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 Change	Particulars of Charge
90005557	21-04-2022	Indian Overseas Bank	Modification of Charge	Letter of Hypothecation of goods / book debts / machinery etc., executed in favour of Indian Overseas Bank to secure the working capital term loan (WCTL) of INR 80 lakhs sanctioned under GECL Scheme as per terms of sanction. Supplemental Confirmation Letters evidencing extension of equitable mortgage over specific immovable properties as collateral security on paripassu basis for WCTL of INR 80 lakhs sanctioned.
100081534	14-09-2022	IndusInd Bank Limited	Modification of Charge	Repayment of Term Loan of INR 2000 Lakhs.
10195483	18-01-2023	State Bank of India	Modification of Charge	Repayment of CCEL Facility and reduction of Working Capital Limits.
100141596	07-03-2023	HDFC Bank Limited	Modification of Charge	Deed of Simple Mortgage

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. The Company has not given any loans or guarantees or provided any securities to other body corporate or persons falling under the provisions of section 186 of the Act.
18. During the year under review, the following were the amendments made to the Memorandum of Association ('MOA) and Articles of Association ('AOA) of the Company.





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S.No.	Date of passing the resolution	Particulars of Amendment
1.	04.07.2022	Alteration to Clause V of the Memorandum of Association to reflect the increase in the Authorised Share Capital of the Company from INR 20 Crores to INR 35 Crores.
2.	04.07.2022	Alteration of Article 4.I of the Articles of Association to reflect the increase in the Authorized Share Capital of the Company from INR 20 Crores to INR 35 Crores.

For JM& Associates
Company Secretaries

Place : Chennai
Date : 24.11.2023




SOY JOSEPH

Partner

(ACS-13852, COP-5612)

UDIN: A013852E002303777

PR No: 1100/2021