

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (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

## 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,	87.95

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Roots Avtocom LLC, Russia		Joint Venture	50

## 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	2,000,000	1,600,000	1,600,000	1,600,000
Total amount of equity shares (in Rupees)	20,000,000	16,000,000	16,000,000	16,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	2,000,000	1,600,000	1,600,000	1,600,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000	16,000,000	16,000,000	16,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	597,100	1,002,900	1600000	16,000,000	16,000,000	
<b>Increase during the year</b>	0	401,400	401400	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	
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 dematerialisation of physical shares		401,400	401400			
<b>Decrease during the year</b>	401,400	0	401400	0	0	0
i. Buy-back of shares	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 dematerialisation of physical shares	401,400		401400			
<b>At the end of the year</b>	195,700	1,404,300	1600000	16,000,000	16,000,000	

<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify 0				0	0	
<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 0				0	0	
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

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

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

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

**Details of debentures**

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

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

0

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

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

**(i) Turnover**

4,541,225,000

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

2,288,474,000

**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	1,106,230	69.14	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>	1,106,230	69.14	0	0

**Total number of shareholders (promoters)**

2

**(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	184,100	11.51	0	
	(ii) Non-resident Indian (NRI)	3,000	0.19	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)	304,170	19.01	0	
10.	Others IEPF	2,500	0.16	0	

	<b>Total</b>	493,770	30.87	0	0
--	--------------	---------	-------	---	---

**Total number of shareholders (other than promoters)**

79

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

81

**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	2	2
Members (other than promoters)	80	79
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>	1	1	1	1	40.21	28.93
<b>B. Non-Promoter</b>	2	5	2	5	0	1.72
(i) Non-Independent	2	3	2	3	0	1.72
(ii) Independent	0	2	0	2	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	6	3	6	40.21	30.65

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

10

**(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)
KRISHNASWAMY GOL +	00034360	Managing Director	643,280	
RAMASWAMY VARUN +	00585158	Director	462,950	
CHIDAMBARAM SIVAK +	00844529	Director	0	
RAJALAKSHMI KANDA +	01067950	Director	27,400	
KAVIDASAN	01415169	Director	100	
KARUNAKARAN SARA +	02617400	Whole-time director	0	
KRISHNA IYER GUHAN +	03145488	Whole-time director	0	
VAIDIALINGAM MUTHU +	08208467	Director	0	
SUNDARA RAJAN SWA +	00169775	Director	0	
SUDHAKAR	BQMPS3412D	Company Secretary	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MITTUR SWAMINATHA +	00169775	Director	01/04/2022	Appointment

**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
Annual General Meeting	29/09/2022	82	23	84.85
Extra Ordinary General Meeting +	27/01/2023	82	32	90.2

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2022	9	8	88.89
2	13/08/2022	9	6	66.67
3	07/12/2022	9	9	100
4	27/03/2023	9	7	77.78

### C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	13/08/2022	3	3	100
2	Audit Committee	07/12/2022	3	3	100
3	Audit Committee	27/03/2023	3	3	100
4	Nomination and Remuneration Committee	07/12/2022	3	3	100
5	Nomination and Remuneration Committee	27/03/2023	3	3	100
6	CSR Committee	13/08/2022	4	3	75
7	CSR Committee	07/12/2022	4	4	100
8	CSR Committee	27/03/2023	4	4	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	KRISHNASWAMY	4	4	100	0	0	0	
2	RAMASWAMY	4	2	50	0	0	0	
3	CHIDAMBARA	4	4	100	8	8	100	
4	RAJALAKSHMI	4	4	100	0	0	0	

5	KAVIDASAN	4	3	75	5	4	80	
6	KARUNAKAR	4	4	100	6	6	100	
7	KRISHNA IYE	4	2	50	0	0	0	
8	VAIDIALINGA	4	3	75	0	0	0	
9	SUNDARA RA	4	4	100	8	8	100	

**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	KRISHNASWAMY (	Managing Direct	13,047,306				13,047,306
2	KARUNAKARAN S/	Wholetime Direc	5,140,116	2,215,221			7,355,337
3	KRISHNA IYER GU	Wholetime Direc	3,249,849	681,607			3,931,456
	Total		21,437,271	2,896,828	0	0	24,334,099

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	SUDHAKAR	Company Secre	208,000				208,000
	Total		208,000				208,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHIDAMBARAM SI	Director	0	500,000	0	70,000	570,000
2	SUNDARA RAJAN	Director	0	0	0	70,000	70,000
3	RAJALAKSHMI KAI	Director	0	0	0	40,000	40,000
	Total		0	500,000	0	180,000	680,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name VASUDEVAN GOPU

Whether associate or fellow  Associate  Fellow

Certificate of practice number 6522

**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

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

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

**List of attachments**

**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**



**List of shareholders as on 31.03.2023**  
**Roots Industries India Private Ltd**  
**Equity shares Rs.10/- each**

S.No	Name of the Shareholders	Folio No/DP ID	Number of Shares
1	A JESUDASS	J00002	100.00
2	A KASILINGAM	K00017	100.00
3	A PALANISWAMY	P00014	100.00
4	A PARVATHI	P00012	100.00
5	A SOWRIMUTHU	S00030	100.00
6	B JANAKI	J00013	100.00
7	B VISWANATHAN	V00004	100.00
8	BALASUBRAMANIAM O A	IN30302885614154	100.00
9	BALCHAND B	IN30131320817361	300.00
10	C SOMAN BABU	S00025	100.00
11	D RAMU	R00039	100.00
12	D SIVAPRAKASAM	S00010	100.00
13	D VIJAYAKUMAR	V00011	100.00
14	G D GOPALAKRISHNAN	G00003	100.00
15	G JOSEPHINEMARY	J00008	100.00
16	G KANIVALAN	K00018	100.00
17	G SHYAMALA	S00035	100.00
18	G V NATARAJ	N00004	100.00
19	H BALAKRISHNAN	B00008	100.00
20	INVESTOR EDUCATION AND PROTECTION	1204720013676780	2500.00
21	J FATHIMA	F00001	100.00
22	JABARATHINAM DAVID	IN30021438363449	100.00
23	K ARUMUGHAM	A00004	100.00
24	K ELANGO	E00005	100.00
25	K KANNAN	K00005	100.00
26	K MARAGATHAMANI	M00004	100.00
27	K PATRACHALAM	P00009	100.00
28	K PONMALAI	P00001	3000.00
29	K RAMACHANDRAN	R00019	100.00
30	K RANGARAJU	R00028	100.00
31	K SIVASHANKAR	S00037	500.00
32	K SUBHASH CHANDRAN	S00002	100.00
33	K V GOWRIS	G00002	100.00
34	KAVIDASAN	K00025	100.00
35	M MOHANASUNDARAM	M00007	100.00
36	M NAGARAJ	N00003	100.00
37	M PALANISAMY	P00013	100.00
38	M RANI	IN30302872785673	100.00
39	M s AMERICAN AUTO SERVICE PVT LTD	A00016	37500.00
40	M SIVAPRAKASH	S00024	100.00
41	M SRINIVASA JOSHI	S00034	100.00
42	M VEERAPANDIAN	V00010	100.00
43	N PHILOMINA	P00011	100.00
44	O GOPALAN	G00006	100.00
45	O P PALANISAMY	P00010	100.00

46	O R PREGALANAYAKI	P00019	300.00
47	P P PALANISAMY	P00007	100.00
48	P RAMASAMY	R00031	100.00
49	P RAMESH KUMAR	R00015	100.00
50	R D SHOBHANA	S00008	100.00
51	R DHAYA	D00001	7500.00
52	R RAJESHWARI	R00017	100.00
53	R RAMU	R00013	100.00
54	R YOKANAYAKI	Y00001	139200.00
55	RAMASAMY K	1201090008549152	643280.00
56	ROOTS AUTO PRODUCTS PRIVATE LIMITE	IN30021427153609	88890.00
57	ROOTS MULTICLEAN LTD	IN30021427155657	133330.00
58	ROOTS PRECISION PRODUCTS PRIVATE L	IN30021427159870	44450.00
59	S A PRAGASAM	P00003	100.00
60	S CHELLADURAI	C00005	100.00
61	S GANESH	IN30012610308173	100.00
62	S ILANCHEZHIAN	I00002	300.00
63	S KANNAN	K00019	100.00
64	S KUMAR	K00015	100.00
65	S MUTHUKUMAR	M00013	100.00
66	S RAJESWARI	R00024	500.00
67	S RANGANATHAN	R00012	100.00
68	S VENKATACHALAM	V00005	300.00
69	SAMIR KUMAR ROY	IN30115112149757	500.00
70	SELVANAYAGAM CHANDRASEKAR	1201090004220677	100.00
71	SHANMUGHAM S P	1204720019545118	100.00
72	SUBRAMANIA RAMAN	S00022	500.00
73	T BABU	IN30302880696238	100.00
74	UMAADHEVI R K	1201090008548898	27400.00
75	V JAYANTHI	J00009	500.00
76	V KANNUSAMY	K00014	100.00
77	V REVATHY	R00014	100.00
78	V THIAGARAJAN	T00001	100.00
79	VARUN KARTHIKEYAN R	IN30021432917479	462950.00
80	VIJAY NARAYANAN	000002	300.00
81	X ANTONVAZ	A00001	100.00
		<b>Total</b>	<b>1600000.00</b>