

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U15111UP1988PLC009771

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCS7820A

(ii) (a) Name of the company

RSPL LIMITED

(b) Registered office address

119-121 (Part), Block P&T  
Fazal Ganj  
Kanpur  
Kanpur  
Uttar Pradesh  
200012

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

secretarial@rsplgroup.com

(d) \* Telephone number with STD code

05122221201

(e) Website

(iii) Date of Incorporation

22/06/1988

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

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(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,	95.71

**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	RSPL Health Private Limited	U36912DL2011PTC347104	Subsidiary	100
2	RSPL Health BD Limited		Subsidiary	100

**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	45,000,000	44,032,500	44,032,500	44,032,500
Total amount of equity shares (in Rupees)	450,000,000	440,325,000	440,325,000	440,325,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	45,000,000	44,032,500	44,032,500	44,032,500
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	450,000,000	440,325,000	440,325,000	440,325,000

**(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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	44,032,500	440,325,000	440,325,000	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	44,032,500	440,325,000	440,325,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

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

0

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

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

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

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

Date of the previous annual general meeting		<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) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,000	1000000	2,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			25,471,063,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,356,543,000
Deposit			0
<b>Total</b>			29,827,606,000

**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	2,000,000,000	0	0	2,000,000,000
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
<b>Total</b>					

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

45,195,394,000

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

21,205,793,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	44,032,500	100	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>	44,032,500	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

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

0

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

7

**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	7	7
Members (other than promoters)	0	0
Debenture holders	1	1

**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>	5	0	5	0	96.37	0
<b>B. Non-Promoter</b>	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>6</b>	<b>3</b>	<b>6</b>	<b>3</b>	<b>96.37</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

**(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)
MURLIDHAR GYAN CH	00049298	Managing Director	11,610,000	
BIMAL KUMAR GYANC	00049337	Managing Director	11,008,000	
MANOJ KUMAR	00049387	Whole-time directo	6,605,000	
RAHUL GYANCHANDA	00049468	Managing Director	6,605,000	
ROHIT GYANCHANDA	00049486	Whole-time directo	6,605,000	
NARESH KUMAR PHO	07681794	Whole-time directo	0	
JAGANNATH GUPTA	00397952	Director	0	
RAJINDER PAL SINGH	02135781	Director	0	
RENUKA GULATI	07395200	Director	0	
SUSHIL KUMAR BAJP/	AEUPB9460R	Company Secretar	0	
SUSHIL KUMAR BAJP/	AEUPB9460R	CFO	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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2018	7	5	100

### B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2018	9	9	100
2	14/08/2018	9	6	66.67
3	25/09/2018	9	9	100
4	17/10/2018	9	6	66.67
5	28/12/2018	9	8	88.89
6	07/02/2019	9	7	77.78
7	08/03/2019	9	7	77.78

### C. COMMITTEE MEETINGS

Number of meetings held

9

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	29/05/2018	3	3	100

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
2	Audit Committee	25/09/2018	3	2	66.67
3	Audit Committee	28/12/2018	3	3	100
4	Audit Committee	07/03/2019	3	2	66.67
5	CSR Committee	15/05/2018	3	3	100
6	CSR Committee	23/08/2018	3	3	100
7	CSR Committee	07/02/2019	3	3	100
8	NRC Meeting	25/09/2018	3	3	100
9	Independent d	29/12/2018	3	2	66.67

**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	30/09/2019
								(Y/N/NA)
1	MURLIDHAR	7	7	100	3	3	100	Yes
2	BIMAL KUMAR	7	7	100	3	3	100	Yes
3	MANOJ KUMAR	7	7	100	0	0	0	Yes
4	RAHUL GYAN	7	7	100	4	2	50	Yes
5	ROHIT GYAN	7	7	100	0	0	0	Yes
6	NARESH KUMAR	7	7	100	0	0	0	No
7	JAGANNATH	7	2	28.57	6	5	83.33	No
8	RAJINDER PA	7	3	42.86	6	6	100	No
9	RENUKA GUL	7	5	71.43	5	5	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

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MURLIDHAR GYAN	Managing Direct	108,000,000	44,839,349	0	0	152,839,349
2	BIMAL KUMAR GY	Managing Direct	108,000,000	44,839,349	0	0	152,839,349
3	MANOJ KUMAR	Wholetime Direc	90,000,000	44,839,349	0	0	134,839,349
4	RAHUL GYANCHAI	Managing Direct	90,000,000	44,839,349	0	0	134,839,349
5	ROHIT GYANCHAN	Wholetime Direc	90,000,000	44,839,349	0	0	134,839,349
6	NARESH KUMAR F	Wholetime Direc	461,285	0	0	0	461,285
	Total		486,461,285	224,196,745	0	0	710,658,030

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	SUSHIL KUMAR BA	Company Secre	4,938,462	0	0	0	4,938,462
	Total		4,938,462	0	0	0	4,938,462

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	JAGANNATH GUP	Independent Dir	0	0	0	180,000	180,000
2	RAJINDER PAL SIN	Independent Dir	0	0	0	240,000	240,000
3	RENUKA GULATI	Independent Dir	0	0	0	300,000	300,000
	Total		0	0	0	720,000	720,000

#### 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

S.K. Gupta

Whether associate or fellow

Associate  Fellow

Certificate of practice number

1920

**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.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 04 dated 16/10/2017

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

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

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

To be digitally signed by

Director

**BIMAL  
KUMAR**

DIN of the director

00049337

To be digitally signed by

**SUSHIL  
KUMAR  
BAJPAI**

Company Secretary

Company secretary in practice

Membership number

3753

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**

- MGT 8 RSPL 2019.pdf
- List of shareholders RSPL 31st march 2019

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**


## LIST OF SHAREHOLDERS AS ON 31<sup>ST</sup> MARCH 2019

Authorized Capital: Rs. 45,00,00,000/-  
Paid-Up Capital: Rs. 44,03,25,000/-

Type of Share: Equity  
Amount per Share: Rs. 10/-

Sr. No.	L.F. No.	Name of Shareholders	Father's / Husband Name	Address	No. of Shares	% of Total Shares
1	1	Shri Murli Dhar Gyanchandani	S/o. Late Dayal Das	R/o. 7/189, Swaroop Nagar, KANPUR-208002	11,610,000	26.37
2	2	Shri Bimal Kumar Gyanchandani	S/o. Late Dayal Das	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	11,008,000	25.00
3	3	Shri Manoj Kumar Gyanchandani	S/o. Shri Murli Dhar Gyanchandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	6,605,000	15.00
4	4	Shri Rahul Gyanchandani	S/o. Shri Murli Dhar Gyanchandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	6,605,000	15.00
5	5	Shri Rohit Gyanchandani	S/o Shri Bimal Kumar Gyanchadani	R/o. 124, State Bank Colony, DELHI-110033	6,605,000	15.00
6	6	Smt Kamla Devi	W/o Shri Murli Dhar Gyanchandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	1,318,500	2.99
7	7	Smt Rajni Gyanchandani	W/o Shri Manoj Kumar Gyanchandani	R/o. 7/189, Swaroop Nagar, KANPUR - 208002	281,000	0.64
<b>TOTAL</b>					<b>44,032,500</b>	<b>100</b>

For and on behalf of the Board of Directors

  
S.K. Bajpai  
Company Secretary



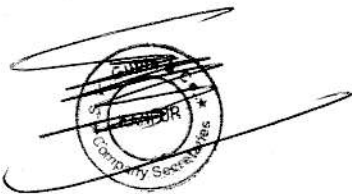


**FORM NO. MGT- 8**  
**ANNUAL RETURN CERTIFICATE**

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of the  
Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **RSPL LIMITED** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the Financial Year ended on 31<sup>st</sup> March, 2019. 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:

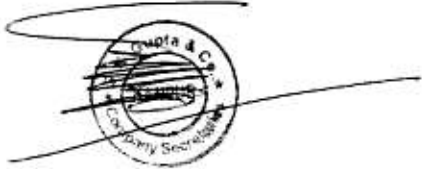
- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with the provisions of the Act and the Rules made there under in respect of the matters as stated below:
  1. The status of the Company is that of an unlisted Public Company Limited by Shares within the meaning of Section 2 (71) of the Companies Act, 2013.



**S. K. Gupta & Co.**  
Company Secretaries

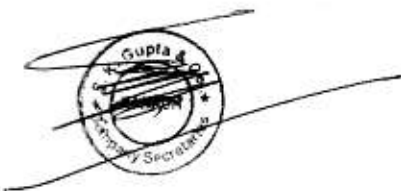
9. Roland Complex  
Upper Floor, 37/17  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax :0512- 2315123  
Cell - 9415042137  
E-mail:sk\_gupta1@rediffmail.com

2. The Company has maintained the registers / records as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the Rules made thereunder and the entries therein have been duly recorded within the time prescribed therefor.
3. The Company has filed Forms and Returns with the Registrar of Companies, Uttar Pradesh, Regional Director, Central Government, the Tribunal, Court or other Authorities under the Act and the Rules made thereunder, the details whereof are stated in **Annexure -'B'** to this Certificate.
- 4.(i) The Board of Directors duly met 7 (Seven) times respectively on 29<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 25<sup>th</sup> September, 2018, 17<sup>th</sup> October, 2018, 28<sup>th</sup> December, 2018, 7<sup>th</sup> February, 2019 and 8<sup>th</sup> March, 2019 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. No circular resolution was passed during the financial year under review.
- (ii) The Board of Directors have constituted 3 (Three) Committees namely Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee pursuant to provisions of the Companies Act, 2013 read with Rules made thereunder.
- (iii) The Audit Committee of the Board met 4 (Four) times respectively on 29<sup>th</sup> May, 2018, 25<sup>th</sup> September, 2018, 28<sup>th</sup> December, 2018 and 7<sup>th</sup> March, 2019 as stated in the Annual Return and in respect of such meetings proper



notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

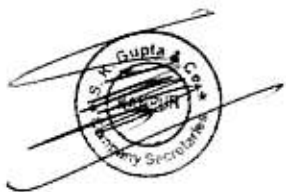
- (iv) The Nomination & Remuneration Committee of the Board met once on 25<sup>th</sup> September, 2018 as stated in the Annual Return and in respect of such meeting proper notice was given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.
- (v) The Corporate Social Responsibility Committee of the Board met 3 (Three) times respectively on 15<sup>th</sup> May, 2018, 23<sup>rd</sup> August, 2018 and 7<sup>th</sup> February, 2019 as stated in the Annual Return and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.
- (vi) The Annual General Meeting for the Financial year ended on 31<sup>st</sup> March, 2018 was held on 29<sup>th</sup> September, 2018 after giving shorter notice to the Members of the Company and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. However, no resolution was passed by Postal Ballot during the financial year. No Extraordinary General Meeting was held during the year under review.
5. The Company has not closed its Register of Members during the financial year under review.



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Company Secretaries

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6. The Company has not given any loans to its Directors or persons or firms referred to under Section 185 of the Act. However, the loans given in preceding years to its Wholly owned Subsidiary Company under the provisions of Section 185 of the Act continued during the financial year under review.
7. The Company has duly complied with the provisions of Section 188 of the Act in respect of contracts / arrangements with related parties specified in that section.
8. The Company has:
  - (i) not issued any shares, debentures or other securities during the financial year.
  - (ii) not made any allotment, transfer and transmission of securities during the financial year.
  - (iii) not bought back any shares or other securities, altered or reduced its share capital or redeemed debentures during the financial year.
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. The Company has:
  - (i) declared Interim Dividend of Rs. 5/- per share each on 8<sup>th</sup> March, 2019 on 4,40,32,500 Equity Shares of Rs. 10/- each of the Company during the financial year;



- (ii) deposited the amount of dividends declared in a separate Bank Account within the period of five days from the date of declaration of dividend;
- (iii) electronically transferred the amount of dividend to all the members within the prescribed period of thirty days from the date of declaration of dividend. There was no unpaid / unclaimed dividend or other amounts remaining unclaimed or unpaid requiring transfer to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 during the financial year.

11. The Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2019 have been signed in accordance with the provisions of Section 134(1) of the Companies Act, 2013 and the Report of Board of Directors of the Company has been prepared in compliance with the provisions of sub - sections (3), (4) and (5) of Section 134 of the said Act.

12. (i) The Board of Directors of the Company has been duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year. Further, the re-appointment of retiring Director at the Annual General Meeting has been made in compliance with the provisions of the Act. The Directors have made requisite disclosures as required under the Act and the Rules framed thereunder.

(ii) There was no appointment of Key Managerial Personnel under the provisions of Section 203 of the Act read with Rule 8 of the Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014 during the year under review.

13. The Members at the Twenty Ninth Annual General Meeting of the Company held on 30<sup>th</sup> September, 2017 has made appointment of M/s S.R. Batliboi & Co., Statutory Auditors of the Company for a period of 5 (Five) years in compliance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.
14. The Company was not required to obtain any approvals of the National Company Law Tribunal, Central Government, Regional Director, Registrar or such other Authorities prescribed under various provisions of the Companies Act, 2013 during the financial year.
15. The Company has not accepted or renewed any deposits falling within the purview of Section 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.
16. The amount borrowed by the Company from Directors, Members, Public Financial Institutions, Banks and others during the Financial year is within the borrowing limits of the Company as approved by the special resolution passed by Members under Section 180(1)(c) of the Act at the Annual General Meeting held on 30<sup>th</sup> September, 2016. There were creation, modification and satisfaction of charge during the financial year and the particulars of creation, modification and satisfaction of charges were filed in compliance with the provisions of the Act.



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17. The Company has made investments, given loans and guarantees to its group companies within the ceiling limits prescribed under Section 186 of the Act. During the year under review, the Company has made investment in RSPL Health Private Limited, a Wholly Owned Subsidiary of the Company by further subscription of 42,00,000 Equity Shares of Rs. 10/- each for cash at par offered on rights basis.
18. The Company has altered Objects clause of its Memorandum of Association so as to enable it to undertake and commence the beverage business with the approval of shareholders at the Annual General Meeting held on 29<sup>th</sup> September, 2018 and such alteration was duly registered by the Registrar of Companies, Uttar Pradesh. The Company has not altered its Articles of Association during the year under review.

For **S.K.Gupta & Co.**  
Company Secretaries


(S.K.GUPTA)  
Managing Partner  
F.C.S - 2589  
C.P.No.-1920

UDIN: F002589A000536573

Place: Kanpur  
Date: 30<sup>th</sup> December, 2019



**ANNEXURE 'A'**

**Registers as maintained by the Company**

1. Register of Members u/s 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014.
2. Register of Debentureholders u/s 88 of the Companies Act, 2013 read with Rule 4 of the Companies (Management and Administration) Rules, 2014.
3. Register of Directors and Key Managerial Personnel and their Shareholding u/s 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
4. Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014.
5. Register of Loans, Investments, Guarantees and Securities under Section 186(9) of the Companies Act, 2013.
6. Minutes of the proceedings of the General Meetings, Board Meetings and Committee Meetings u/s 118 of the Companies Act, 2013 read with Rule 25 of the Companies (Management and Administration) Rules, 2014.
7. Register of Charges u/s 85 of the Companies Act, 2013 read with Rule 10 of the Companies (Registration of Charges) Rules, 2014.
8. Attendance Register for the Meetings of the Board of Directors and Committees thereof.
9. Attendance Register for the Meetings of the Shareholders.



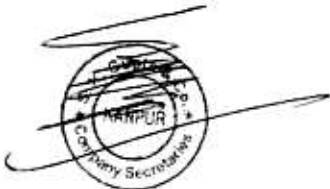


**ANNEXURE 'B'**

**Forms and Returns filed by the Company during the financial year ended 31<sup>st</sup>  
March, 2019**

- With Registrar of Companies, Uttar Pradesh

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. CHG-1 [Creation of Charge - Charge ID- 100168492]	U/s 77 & 78 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 28.12.2017	10.04.2018	No
2.	Form No. MR-1 [Re-appointment of Shri Naresh Kumar Phoolwani as a Whole time Director for a period of 3 (Three) years w.e.f. 01.01.2017]	U/s 196 & 198 read with Schedule V of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, .2014) dated 26.12.2016	11.04.2018	No



3.	Form No. MGT-7 [Annual Return for the Financial Year 2015- 2016]	U/s. 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 dated 31.03.2016	19.04.2018	No
4.	Form No. CHG-1 [Modification of Charge Charge ID- 80010216]	U/s 77, 78 & 79 of Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 06.04.2018	01.05.2018	Yes
5.	Form No. MGT-7 [Annual Return for Financial Year 2016- 2017]	U/s. 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 dated 31.03.2017	17.05.2018	No
6.	Form No. MGT-14 [Registration of Board Resolution for appointment of Secretarial Auditor for	U/s 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its	26.05.2018	No



	Financial Year 2016-2017]	Powers), Rules, 2014 dated 07.08.2017		
7.	Form No. MGT-14 [Registration of Board Resolution for: - Approval of Financial Statements for the Financial year ended on 31.03.2017 and - Boards' Report for F.Y. 2016-2017]	U/s 134(1) and 179(3) of the Companies Act, 2013 dated 30.09.2017	26.05.2018	No
8.	Form No. MGT-14 [Registration of Board Resolution for appointment of Internal Auditor - M/s B.K. Khare & Co., Chartered Accountant, Mumbai]	U/s 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 dated 16.10.2017.	14.07.2018	No
9.	Form No. MGT-14 [Registration of Special Resolution for rotation of Appointment of Shri Rahul Gyanchandani,	U/s 152(6) and 117 of the Companies Act, 2013 dated 30.09.2017	14.07.2018	No



	Whole time Director].			
10.	Form No. MGT-14 (Registration of Board Resolution for-  1. Authorization to borrow monies within the limit under Section 180(1)(c) of the Act; and  2. To make Political Contribution upto Rs. 1.00 Crore.	U/s 180(1)(c), 182 and 179(3) of the Companies Act, 2013 read with Rule 24 of the Companies (Management and Administration) Rules, 2014 dated 30.09.2017	14.07.2018	No
11.	Form No. CHG-1 [Modification of Charge Charge ID- 100096623]	U/s 77, 78 & 79 of Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 date 29.06.2018	18.07.2018	Yes

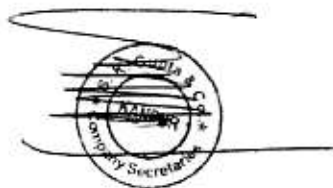


**S. K. Gupta & Co.**  
Company Secretaries

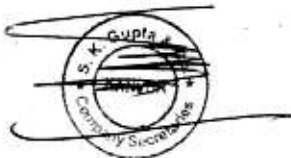
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12.	Form AOC-4 XBRL [Filing of Standalone and Consolidated Financial Statements and other documents for F.Y. 2016-2017]	U/s 137 of Companies Act, 2013 read with Rule 12(2) of the Companies (Accounts) Rule, 2014 and Rule 3 of the Companies (Filing of Documents and Forms in XBRL) Rules, 2015 dated 31.03.2017	04.09.2018	No
13.	Form MGT-14 [Registration of Special Resolution passed at the Extra-Ordinary General Meeting held on 22.03.2018 approving Alteration in Object Clause of Memorandum of Association of the Company]	U/s 13(1) read with Section 117 of the Companies Act, 2013 dated 22.03.2018	18.09.2018	No



14.	Form No. MGT-14 [Registration of Board Resolution for the appointment of M/s S.K. Gupta & Co., Company Secretaries as a Secretarial Auditor of the Company for the Financial Year 2017-2018]	U/s 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 dated 14.08.2018	10.10.2018	No
15.	Form No. MGT-14 [Registration of Board Resolution for : - Approval of Standalone and Consolidated Financial Statements for the year ended on 31.03.2018 - Boards' Report for F.Y. 2017-2018]	U/s 134(1) and 179(3) of the Companies Act, 2013 dated 25.09.2018	22.10.2018	Yes
16.	Form No. MGT-14 [Registration of Special Resolution passed at the Annual General Meeting	U/s 13 and 117 of the Companies Act, 2013 dated 29.09.2018	27.10.2018	Yes



	held on 29.09.2018 approving Alteration in Object Clause of Memorandum of Association of the Company]			
17.	Form No. CHG-4 [Satisfaction of Charge Charge ID: 10485984]	U/s 82 of the Companies Act, 2013 read with Rule 8 of the Companies (Registration of Charges) Rules, 2014 dated 09.10.2018	06.11.2018	Yes
18.	Form No. MGT-7 [Annual Return for the F.Y. 2017-2018]	U/s 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 dated 31.03.2018.	31.12.2018	Yes
19.	Form No. MGT-14 [Registration of Board Resolution for availing credit facilities from Kotak Mahindra Bank]	U/s 179 of the Companies Act, 2013 dated 07.02.2019	06.03.2019	Yes



**S. K. Gupta & Co.**  
Company Secretaries

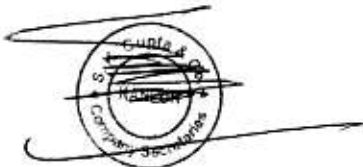
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• **With Regional Director**

NIL

• **With Central Government or other Authorities**

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. CRA-2 [Intimation of appointment of M/s Jitendra, Navneet & Co. as Cost Auditor of the Company for the F.Y. 2018-2019]	U/s 148(3) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 25.09.2018	14.11.2018	No
2.	Form No. CRA-4 [Filing of Cost Audit Report for F.Y. 2016-2017]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 30.09.2017	03.08.2018	No
3.	Form No. CRA-4 [Filing of Cost Audit Report for F.Y. 2017-2018]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit)	28.03.2019	No





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		Rules, 2014 dated 25.09.2018		
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For **S.K.Gupta & Co.**  
Company Secretaries



(S.K.GUPTA)  
Managing Partner  
F.C.S - 2589  
C.P.No.-1920

UDIN: F002589A000536573

Place: Kanpur  
Date: 30<sup>th</sup> December, 2019