

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
- 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
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
- Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(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	C2	Textile, leather and other apparel products	99.68

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				

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	28,000,000	27,600,000	27,600,000	27,600,000
Total amount of equity shares (in Rupees)	280,000,000	276,000,000	276,000,000	276,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	28,000,000	27,600,000	27,600,000	27,600,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	280,000,000	276,000,000	276,000,000	276,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,000,000	3,000,000	3,000,000	3,000,000
Total amount of preference shares (in rupees)	40,000,000	30,000,000	30,000,000	30,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
7.50% Cumulative Redeemable Preference Shares				
Number of preference shares	4,000,000	3,000,000	3,000,000	3,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40,000,000	30,000,000	30,000,000	30,000,000

(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	274,640	13,525,360	13800000	138,000,000	138,000,000	
Increase during the year	0	13,819,190	13819190	138,000,000	138,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	13,800,000	13800000	138,000,000	138,000,000	
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		19,190	19190			
Shares Dematerialized during the year 2021-22						
Decrease during the year	19,190	0	19190	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	19,190		19190			
Shares Dematerialized during the year 2021-22						
At the end of the year	255,450	27,344,550	27600000	276,000,000	276,000,000	

Preference shares

At the beginning of the year	0	3,000,000	3000000	30,000,000	30,000,000	
Increase during the year	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						
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	0	3,000,000	3000000	30,000,000	30,000,000	

ISIN of the equity shares of the company

INE264Z01011

(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		25/08/2021	
Date of registration of transfer (Date Month Year)			
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
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

2,351,557,946

(ii) Net worth of the Company

438,576,009

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	27,223,901	98.64	3,000,000	100
	(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	0	0
10.	Others	0	0	0	0
	Total	27,223,901	98.64	3,000,000	100

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	360,699	1.31	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)	15,400	0.06	0	0
10.	Others	0	0	0	0

	Total	376,099	1.37	0	0
--	--------------	---------	------	---	---

Total number of shareholders (other than promoters)

879

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

886

**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)	881	879
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	1	3	1	3	96.15	0.46
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	2	0	2	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	1	6	1	6	96.15	0.46

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

9

(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)
Sri P.R. Venketrama Ra	00331406	Director	42,000	
Smt. B. SriSandhya Raj	02325596	Managing Director	26,537,901	
Smt. R. Sudarsanam	00433926	Director	43,400	
Smt. P.V. Nirmala Raju	00474960	Director	42,000	
Sri N.K. Shrikantan Raja	00350693	Director	0	
Sri S. Kanthimathinatha	01124581	Director	0	
Sri P.A.S. Krishnama Ra	00487322	Director	0	
Sri V. Gurusamy	ABXPG6161A	Company Secretar	0	
Sri N. Vaira Balaji	AIFPV5583J	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 MEETI	25/08/2021	887	17	93.48

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

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2021	7	7	100
2	14/08/2021	7	7	100
3	30/10/2021	7	6	85.71
4	27/01/2022	7	6	85.71

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 COMM	27/05/2021	3	3	100
2	NOMINATION	27/05/2021	3	3	100
3	CORPORATE	28/05/2021	2	2	100
4	AUDIT COMM	14/08/2021	3	3	100
5	RIGHTS ISSU	27/09/2021	3	3	100
6	AUDIT COMM	30/10/2021	3	3	100
7	AUDIT COMM	27/01/2022	3	2	66.67
8	INDEPENDEN	27/01/2022	2	2	100
9	STAKEHOLDE	28/01/2022	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	Sri P.R. Venke	4	4	100	1	1	100	Yes
2	Smt. B. SriSar	4	3	75	0	0	0	Yes
3	Smt. R. Sudar	4	4	100	0	0	0	No

4	Smt. P.V. Nirm	4	4	100	0	0	0	No
5	Sri N.K. Shrika	4	4	100	9	9	100	Yes
6	Sri S. Kanthim	4	3	75	7	6	85.71	No
7	Sri P.A.S. Kris	4	4	100	7	7	100	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Smt. B. SriSandhya	Managing Direct	12,000,000			795,000	12,795,000
	Total		12,000,000	0	0	795,000	12,795,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sri V. Gurusamy	Company Secre	3,536,296	0	0	0	3,536,296
2	Sri N. Vaira Balaji	Chief Financial C	1,018,965	0	0	0	1,018,965
	Total		4,555,261	0	0	0	4,555,261

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sri P.R. Venketram	Chairman	0	0	0	75,000	75,000
2	Smt. R. Sudarsana	Director	0	0	0	60,000	60,000
3	Smt. P.V. Nirmala F	Director	0	0	0	60,000	60,000
4	Sri N.K. Shrikantan	Director	0	0	0	150,000	150,000
5	Sri S. Kanthimathina	Director	0	0	0	105,000	105,000
6	Sri P.A.S. Krishnam	Director	0	0	0	135,000	135,000
	Total		0	0	0	585,000	585,000

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

M.R.L. NARASIMHA

Whether associate or fellow

Associate Fellow

Certificate of practice number

799

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. ... 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

Attach
Attach
Attach
Attach

List of attachments

SAMshr.pdf
SAMcid.pdf
SAMcontrol.pdf
SAMEleData.pdf
SAMsht.pdf
MGT 8 SIGNED.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

FORM NO. MGT.8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of M/s. Sandhya Spinning Mill 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 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers / records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies / Central Government within the prescribed time. No forms and Returns were required to be filed with Regional Director, Tribunal, Court or other authorities under the Act;
 4. calling / convening / holding meetings of Board of Directors, Committees of Board 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 Minute Book/registers maintained for the purpose and the same have been signed;
 5. there were no closure of Register of Members and hence compliance with the provisions of the Act and Rules made thereunder does not arise;
 6. since no advances / loans to its Directors and / or persons or firms or companies referred in section 185 of the Act were made, compliance with the provisions of the Act & Rules made there under does not arise;
 7. contracts / arrangements with related parties as specified in section 188 of the Act;
 8. Issue or allotment or transfer, transmission and issue of duplicate certificates. There was no buy back of securities, Redemption of Preference Shares or debentures, or reduction of Share Capital, Conversion or Shares / Securities;
 9. keeping in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;



M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

10. declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund;
11. 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. constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Since the auditors were appointed in the AGM held on 10-08-2017 for 5 consecutive financial year commencing from the conclusion of 23rd AGM till the conclusion of 28th AGM. No appointment/reappointment of auditors as per the provisions of Section 139 of the Act, were made during the year;
14. approvals required to be taken from Registrar of Companies / Central Governments for the e-forms filed under various provisions of the Act have been approved/taken on record and no approvals were required to be taken from the Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. since no acceptance / renewal / repayment of deposits were made during the year compliance with the provisions of the Act & Rules made thereunder does not arise;
16. borrowings from its Directors, Members, Banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum of Association of the Company during the year and Complied with the provisions of the Act and Rules made there under.

The Board of Directors at their meeting held on 28th May, 2021 and the Shareholders at AGM held on 25th August, 2021 had approved increase in Authorised Capital from Rs.20 Crores to Rs.32 Crores by altering the Capital Clause of MOA. The Board of Directors had also approved raising of funds up to Rs.13.80 Crores on Rights basis to the existing shareholders of the Company. The Board of Directors at the above meeting had approved the issue of 1,38,00,000 Equity Shares of face value of Rs.10/- each at par value of Rs.10/- per share for the aggregate amount of Rs.13.80 Crores. Rights Issue was opened on 04th September, 2021 and closed on 23rd September 2021. Rights Issue Committee at its meeting held on 27th September, 2021 has approved allotment of 1,38,00,000 Equity Shares of face value of Rs.10/- each at par value of Rs.10/- each.

Place: Coimbatore
Date: 03/10/2022
UDIN.:F002851D00111899

Signature: *M. R. L. Narasimha*
Name: M.R.L. Narasimha
M.NO. F2851
C.P. No.: 799
PRC.No.1420/2021