

CERTIFIED ANNUAL RETURN WILL BE UPLOADED

AFTER THE ANNUAL GENERAL MEETING.

DRAFT

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]



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

L35999TN1962PLC004943

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACS8779D

(ii) (a) Name of the company

SUNDRAM FASTENERS LIMITED

(b) Registered office address

98-A, DR.RADHAKRISHNAN SALAI,7TH FLOOR,
MYLAPORE,
CHENNAI
Tamil Nadu
600004

(c) *e-mail ID of the company

investorshelpdesk@sfl.co.in

(d) *Telephone number with STD code

04428478500

(e) Website

www.sundram.com

(iii) Date of Incorporation

10/12/1962

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	56
2	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	34

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

*No. of Companies for which information is to be given 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TVS UPASANA LIMITED	U65991TN1992PLC022619	Subsidiary	100

2	SUNDRAM NON-CONVENTION	U40108TN1994PLC029132	Subsidiary	52.94
3	SUNDRAM FASTENERS INVEST	U65991TN1992PLC022618	Subsidiary	100
4	SUNFAST TVS LIMITED	U74999TN2019PLC128635	Subsidiary	100
5	TVS ENGINEERING LIMITED	U29309TN2020PLC134322	Subsidiary	100
6	TVS NEXT LIMITED	U72300TN1994PLC029467	Subsidiary	67.65
7	CRAMLINGTON PRECISION FOI		Subsidiary	100
8	TVS NEXT INC		Subsidiary	67.65
9	SUNDRAM FASTENERS (ZHEJIA		Subsidiary	100
10	SUNDRAM INTERNATIONAL IN		Subsidiary	100
11	SUNDRAM INTERNATIONAL LII		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	250,000,000	210,128,370	210,128,370	210,128,370
Total amount of equity shares (in Rupees)	250,000,000	210,128,370	210,128,370	210,128,370

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs.1 each				
Number of equity shares	250,000,000	210,128,370	210,128,370	210,128,370
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	250,000,000	210,128,370	210,128,370	210,128,370

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2,193,324	207,935,046	210128370	210,128,370	210,128,370	
		+		+	+	
Increase during the year	0	536,929	536929	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	0	536,929	536929			
Decrease during the year	536,929	0	536929	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	536,929		536929			
At the end of the year	1,656,395	208,471,975	210128370	210,128,370	210,128,370	

Preference shares

At the beginning of the year	0	0	0	0	0	
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	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)

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 style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>

Ledger Folio of Transferor				<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Transferor's Name	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
	Surname		middle name		first name		
Ledger Folio of Transferee				<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Transferee's Name	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
	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
Partly convertible debentures	0		0
Fully convertible debentures	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	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>

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

(i) Turnover

49,098,489,479

(ii) Net worth of the Company

28,438,216,135

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	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)	101,615,280	48.36	0	
10.	Others	0	0	0	
	Total	101,615,280	48.36	0	0

Total number of shareholders (promoters)

1

(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	37,823,002	18	0	
	(ii) Non-resident Indian (NRI)	1,914,176	0.91	0	
	(iii) Foreign national (other than NRI)	500	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	10,132,592	4.82	0	
4.	Banks	2,472	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	28,764,751	13.69	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,338,053	0.64	0	
10.	Others	28,537,544	13.58	0	
	Total	108,513,090	51.64	0	0

Total number of shareholders (other than promoters)

69,591

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

69,592

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	1	1
Members (other than promoters)	68,123	69,591
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	0	0	0	0	0	0
B. Non-Promoter	3	6	2	6	0.05	0.02
(i) Non-Independent	3	2	2	2	0.05	0.02
(ii) Independent	0	4	0	4	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	6	2	6	0.05	0.02

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)
SURESH KRISHNA	00046919	Director	36,040	
ARATHI KRISHNA	00517456	Managing Director	47,040	
ARUNDATHI KRISHNA	00270935	Managing Director	51,840	
PREETHI KRISHNA	02037253	Director	0	
MUTHURAMAN BALAS	00004757	Director	0	
HERAMB RAVINDRA	01680435	Director	0	
MAHALINGAM SETUR	00121727	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NIRMALA LAKSHMAN	00141632	Director	0	
R DILIP KUMAR	AAIPK6385L	CFO	2,000	
G ANAND BABU	AILPA9412D	Company Secretar	0	

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

5

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)
MEENAKSHISUNDARA	00513901	Whole-time directo	23/04/2022	Cessation - Resigned
MEENAKSHISUNDARA	ACTPM1180G	CFO	01/07/2022	Cessation - Retired
R DILIP KUMAR	AAIPK6385L	Company Secretar	01/07/2022	Cessation-Resigned
R DILIP KUMAR	AAIPK6385L	CFO	01/07/2022	Appointment
G ANAND BABU	AILPA9412D	Company Secretar	01/07/2022	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

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 MEET	29/06/2022	68,482	52	52.18

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	22/04/2022	9	9	100
2	29/07/2022	8	8	100
3	08/11/2022	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	01/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

18

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	21/04/2022	3	3	100
2	Audit Committee	28/07/2022	3	3	100
3	Audit Committee	08/11/2022	3	3	100
4	Audit Committee	01/02/2023	3	3	100
5	Nomination and Remuneration	21/04/2022	3	3	100
6	Nomination and Remuneration	27/07/2022	3	3	100
7	Nomination and Remuneration	08/11/2022	3	2	66.67
8	Nomination and Remuneration	01/02/2023	3	3	100
9	Stakeholders'	04/08/2022	3	3	100
10	Stakeholders'	01/02/2023	3	3	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	
								(Y/N/NA)
1	SURESH KRISHNA	4	4	100	0	0	0	
2	ARATHI KRISHNA	4	4	100	10	10	100	
3	ARUNDATHI K	4	4	100	10	10	100	
4	PREETHI KRISHNA	4	4	100	6	5	83.33	
5	MUTHURAMAN	4	4	100	9	9	100	

6	HERAMB RAVI	4	4	100	9	9	100	
7	MAHALINGAM	4	4	100	7	7	100	
8	NIRMALA LAKSHMI	4	4	100	4	4	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ARATHI KRISHNA	Managing Director	14,296,610	31,200,000	0	177,540	45,674,150
2	ARUNDATHI KRISHNA	Joint Managing Director	22,591,714	31,200,000	0	1,458,279	55,249,993
	Total		36,888,324	62,400,000	0	1,635,819	100,924,143

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S MEENAKSHISUN	Chief Financial Officer	6,070,000	0	0	0	6,070,000
2	R DILIP KUMAR	Chief Financial Officer	8,483,000	0	0	484,000	8,967,000
3	G ANAND BABU	Company Secretary	1,744,000	0	0	68,000	1,812,000
	Total		16,297,000	0	0	552,000	16,849,000

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	SURESH KRISHNA	Chairman	0	31,200,000	0	10,857,834	42,057,834
2	PREETHI KRISHNA	Director	0	1,000,000	0	300,000	1,300,000
3	MUTHURAMAN BALAN	Independent Director	0	1,000,000	0	380,000	1,380,000
4	HERAMB RAVINDRAN	Independent Director	0	1,000,000	0	380,000	1,380,000
5	MAHALINGAM SETHUPATHI	Independent Director	0	1,000,000	0	340,000	1,340,000
6	NIRMALA LAKSHMI	Independent Director	0	1,000,000	0	280,000	1,280,000
	Total		0	36,200,000	0	12,537,834	48,737,834

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

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XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

0

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

0

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

K SRIRAM

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2215

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

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