

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

L17111TZ1973PLC000675

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECS3342J

(ii) (a) Name of the company

SAMBANDAM SPINNING MILLS

(b) Registered office address

KAMARAJ NAGAR COLONY P B NO 1
SALEM
SALEM
Tamil Nadu
636014

(c) *e-mail ID of the company

CO*****AM.COM

(d) *Telephone number with STD code

04*****90

(e) Website

www.sambandam.com

(iii) Date of Incorporation

07/11/1973

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	BOMBAY STOCK EXCHANGE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

21/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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	100

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

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

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SPMM HEALTH CARE SERVICES	U85110TZ2003PTC010761	Associate	49.75
2	SALEM IVF CENTRE PRIVATE LI	U74999TZ2014PTC020878	Associate	26.88

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	5,000,000	4,286,400	4,264,600	4,264,600
Total amount of equity shares (in Rupees)	50,000,000	42,864,000	42,646,000	42,646,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	5,000,000	4,286,400	4,264,600	4,264,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000	42,864,000	42,646,000	42,646,000

(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			
Equity shares						

At the beginning of the year	115,303	4,149,297	4264600	42,646,000	42,646,000	
Increase during the year	0	53,920	53920	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		53,920	53920			
Due to Dematerialisation of physical shares						
Decrease during the year	53,920	0	53920	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	53,920		53920			
Due to Dematerialisation of physical shares						
At the end of the year	61,383	4,203,217	4264600	42,646,000	42,646,000	
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	0

ISIN of the equity shares of the company

INE304D01012

(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

12/08/2023

Date of registration of transfer (Date Month Year)

Type of transfer

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"/>	<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"/>	<input type="text"/>	
	Surname		middle name		first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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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"/>	<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"/>	<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

Particulars	Number of units	Nominal value per unit	Total value
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

2,180,772,000

(ii) Net worth of the Company

642,137,000

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	2,144,938	50.3	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	
	Total	2,144,938	50.3	0	0

Total number of shareholders (promoters)

21

(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	2,052,430	48.13	0	
	(ii) Non-resident Indian (NRI)	5,885	0.14	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)	17,373	0.41	0	
10.	Others IEPF (Investor Education an	43,974	1.03	0	
	Total	2,119,662	49.71	0	0

Total number of shareholders (other than promoters)

2,991

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

3,012

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	21	21
Members (other than promoters)	3,377	2,991
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	5	1	5	1	34.1	2.08
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	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	5	7	5	7	34.1	2.08

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

(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)
S.DEVARAJAN	00001910	Managing Director	525,419	
S.JEGARAJAN	00018565	Managing Director	488,576	
S.DINAKARAN	00001932	Managing Director	419,044	
D.SUDHARSAN	00018546	Director	88,760	
J.SAKTHIVEL	09241285	Whole-time director	14,700	
D.NIRANJAN KUMAR	09241514	Whole-time director	5,800	
S.GNANASHEKARAN	06796817	Director	0	11/08/2024
KAMESHWAR M.BHA	06951906	Director	0	11/08/2024
V.SEKAR	03128187	Director	0	
D.BALASUNDARAM	07800844	Director	0	
ANNAPOORANI VENU	08276668	Director	0	
S.BHASKARAN	09241221	Director	0	
P.BOOPALAN	AANPB3215D	CFO	0	
S.NATARAJAN	AABPN8313Q	Company Secretar	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
49TH ANNUAL GENERAL I	12/08/2023	3,382	42	51.85

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	27/05/2023	12	12	100
2	12/08/2023	12	12	100
3	04/11/2023	12	11	91.67
4	03/02/2024	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

21

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	27/05/2023	4	4	100
2	AUDIT COMM	12/08/2023	4	4	100
3	AUDIT COMM	04/11/2023	4	4	100
4	AUDIT COMM	03/02/2024	4	4	100
5	NOMINATION	03/02/2024	3	3	100
6	STAKEHOLDER	27/05/2023	3	3	100
7	STAKEHOLDER	12/08/2023	3	3	100
8	STAKEHOLDER	04/11/2023	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
9	STAKEHOLDER	03/02/2024	3	3	100
10	SHARE TRANSFER	27/05/2023	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	21/09/2024
								(Y/N/NA)
1	S.DEVARAJA	4	4	100	12	12	100	Yes
2	S.JEGARAJA	4	4	100	16	16	100	Yes
3	S.DINAKARA	4	4	100	8	8	100	Yes
4	D.SUDHARSA	4	3	75	9	9	100	Yes
5	J.SAKTHIVEL	4	4	100	0	0	0	Yes
6	D.NIRANJAN	4	4	100	0	0	0	Yes
7	S.GNANASHE	4	4	100	17	17	100	Not Applicabl
8	KAMESHWAR	4	4	100	5	5	100	Not Applicabl
9	V.SEKAR	4	4	100	5	5	100	Yes
10	D.BALASUND	4	4	100	4	4	100	Yes
11	ANNAPOORA	4	4	100	0	0	0	Yes
12	S.BHASKARA	4	4	100	0	0	0	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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S.DEVARAJAN	MANAGING DIF	12,000,000	0	0	0	12,000,000
2	S.JEGARAJAN	JOINT MANAGI	11,640,000	0	0	0	11,640,000
3	S.DINAKARAN	JOINT MANAGI	7,440,000	0	0	0	7,440,000
4	J.SAKTHIVEL	DIRECTOR - TE	4,800,000	0	0	0	4,800,000
5	D.NIRANJANKUMA	DIRECTOR - MA	4,800,000	0	0	0	4,800,000
	Total		40,680,000	0	0	0	40,680,000

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	P.BOOPALAN	CFO	3,000,000	0	0	0	3,000,000
2	S.NATARAJAN	COMPANY SEC	1,620,000	0	0	0	1,620,000
	Total		4,620,000	0	0	0	4,620,000

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S.GNANASHEKAR	INDEPENDENT	0	0	0	465,000	465,000
2	KAMESHWAR M.B	INDEPENDENT	0	0	0	465,000	465,000
3	V.SEKAR	INDEPENDENT	0	0	0	465,000	465,000
4	D.BALASUNDARAM	INDEPENDENT	0	0	0	465,000	465,000
5	ANNAPOORANI VE	INDEPENDENT	0	0	0	200,000	200,000
6	S.BHASKARAN	INDEPENDENT	0	0	0	200,000	200,000
7	D.SUDHARSAN	NON EXECUTIV	0	0	0	125,000	125,000
	Total		0	0	0	2,385,000	2,385,000

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

T SARSWATHI

Whether associate or fellow

Associate Fellow

Certificate of practice number

8899

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

SAMBANDA M DEVARAJAN
Digitally signed by SAMBANDA M DEVARAJAN
Date: 2024.11.06 17:11:19 +05'30'

DIN of the director

To be digitally signed by

SWAMINATHAN NATARAJAN
Digitally signed by SWAMINATHAN NATARAJAN
Date: 2024.11.06 17:12:44 +05'30'

- 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

List of Shareholders 2023-24.pdf
MGT-8.pdf
Explanation with respect to paid up capital.
Committee Meetings.pdf
Sitting fees for attending meetings of non e

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