### 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)

Pre-fill

L35999TN1962PLC004943

SUNDRAM FASTENERS LIMITED

AAACS8779D

#### 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

(iii)

(b) Registered office address

| 98-A, DR.RADHAKRISHNAN SALAI,7TH FLOOR,<br>MYLAPORE,<br>CHENNAI<br>Tamil Nadu<br>600004 |                             |
|---|-----------------------------|
| (c) *e-mail ID of the company   | investorshelpdesk@sfl.co.in |
| (d) *Telephone number with STD code   | 04428478500                 |
| (e) Website   | www.sundram.com             |
| 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) Wh  | ether company is having share ca | pital                   | Yes       | O No                          |
| (vi) *Whether shares listed on recognized Stock Exchange(s) |                                  | • Yes                   | O No      |                               |

#### (a) Details of stock exchanges where shares are listed

| 1 BSE Limited 1   2 National Stock Exchange of India Limited 1,024   (b) CIN of the Registrar and Transfer Agent U74900TN2015PTC101466 Pre- | S. No.     | Stock Exchange Name                      |     | Code               |      |
|---|------------|--|-----|--------------------|------|
|   | 1          | BSE Limited                              |     | 1                  |      |
| (b) CIN of the Registrar and Transfer Agent U74900TN2015PTC101466 Pre-  | 2          | National Stock Exchange of India Limited |     | 1,024              |      |
|   | (b) CIN of | the Registrar and Transfer Agent         | U74 | 900TN2015PTC101466 | Pre- |

| INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED     |                   |               |             |            |              |
|---|-------------------|---------------|-------------|------------|--------------|
| Registered office address of the                            | Registrar and Tra | ansfer Agents |             |            | 1            |
| 2nd Floor Kences Towers ,1 Rama<br>North Usman Road T Nagar | krishna Street    |               |             |            | ]            |
| (vii) *Financial year From date 01/02                       | /2021             |               | YY) To date | 31/03/2022 | (DD/MM/YYYY) |
| (viii) *Whether Annual general meetir                       | ng (AGM) held     | ۲             | Yes 🔿       | No         |              |
| (a) If yes, date of AGM                                     | 29/06/2022        |               |             |            |              |
| (b) Due date of AGM   | 30/09/2022        |               |             |            |              |
| (c) Whether any extension for A                             | GM granted        |               | ⊖ Yes       | No         |              |
| <b>II. PRINCIPAL BUSINESS AC</b>                            | TIVITIES OF T     |               | ANY         |            |              |

\*Number of business activities 2

| S.No | Main<br>Activity<br>group code |               | Business<br>Activity<br>Code | Description of Business Activity   | % of turnover<br>of the<br>company |
|------|--------------------------------|---------------|------------------------------|--|------------------------------------|
| 1    | с                              | Manufacturing | C7                           | Metal and metal products   | 65.7                               |
| 2    | с                              | Manufacturing | C8                           | Plastic products, non-metallic mineral products, rubber products, fabricated | 34.1                               |

# 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/<br>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 LI  |                       | Subsidiary | 100   |

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

(a) Equity share capital

| Particulars                                  | Authorised capital | lssued<br>capital | Subscribed<br>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<br>Rupees) | 250,000,000        | 210,128,370       | 210,128,370           | 210,128,370     |
| Number of classes                            |                    | 1                 | ·                     |                 |

#### Number of classes

| Class of Shares<br>Equity Shares of Rs.1 each | Authorised<br>capital |             | Subscribed<br>capital | Paid up capital |
|---|-----------------------|-------------|-----------------------|-----------------|
| 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<br>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

| Class of shares                               | Issued<br>capital | Subscribed capital | Paid up capital |
|---|-------------------|--------------------|-----------------|
| Number of preference shares                   |                   |                    |                 |
| Nominal value per share (in rupees)           |                   |                    |                 |
| Total amount of preference shares (in rupees) |                   |                    |                 |

0

#### (c) Unclassified share capital

| Particulars                         | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0                  |

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

| Class of shares                               | Nu        | umber of sh | ares      | Total<br>nominal<br>amount | Total<br>Paid-up<br>amount | Total<br>premium |
|---|-----------|-------------|-----------|----------------------------|----------------------------|------------------|
| Equity shares                                 | Physical  | DEMAT       | Total     |                            |                            |                  |
| At the beginning of the year                  | 2,434,482 | 207,693,888 | 210128370 | 210,128,37(                | 210,128,37                 |                  |
| Increase during the year                      | 0         | 0           | 0         | 0                          | 0                          | 0                |
| i. Pubic 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                            |           |             |           |                            |                            |                  |
| Demat, Remat, Corporate Action form           |           |             |           |                            |                            |                  |
| Decrease during the year                      | 0         | 0           | 0         | 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                 |           |             |           |             |            |   |
| Demat, Remat, Corporate Action form |           |             |           |             |            |   |
| At the end of the year              | 2,434,482 | 207,693,888 | 210128370 | 210,128,370 | 210,128,37 |   |
| 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

INE387A01021

| (ii) Details of stock spl | it/consolidation during t | he year (for each class o | f shares) | 0     |
|---------------------------|---------------------------|---------------------------|-----------|-------|
| Class o                   | f shares                  | (i)                       | (ii)      | (iii) |
| Before split /            | Number of shares          |                           |           |       |
| Consolidation             | Face value per share      |                           |           |       |
| After split /             | Number of shares          |                           |           |       |
| Consolidation             | 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<br>[Details being provided in a CD/Digital Media] | 0 | Yes | ۲ | No | 0 | Not Applicable |
|---|---|-----|---|----|---|----------------|
| Separate sheet attached for details of transfers      | ۲ | Yes | 0 | 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 20/08/2021                                      |  |            |             |            |  |  |  |  |  |
|---|--|------------|-------------|------------|--|--|--|--|--|
| Date of registration c  | of transfer (Date Mo                               | onth Year) |             |            |  |  |  |  |  |
| Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock                 |  |            |             |            |  |  |  |  |  |
| Number of Shares/ Debentures/ Amount per Share/   Units Transferred Debenture/Unit (in Rs.) |  |            |             |            |  |  |  |  |  |
| Ledger Folio of Transferor  |  |            |             |            |  |  |  |  |  |
| Transferor's Name   |  |            |             |            |  |  |  |  |  |
|   | Surname  |            | middle name | first name |  |  |  |  |  |
| Ledger Folio of Trans   | sferee   |            |             |            |  |  |  |  |  |
| Transferee's Name   |  |            |             |            |  |  |  |  |  |
|   | Surname  |            | middle name | first name |  |  |  |  |  |
| Date of registration o  | Date of registration of transfer (Date Month Year) |            |             |            |  |  |  |  |  |
| Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock                |  |            |             |            |  |  |  |  |  |
|   |  |            |             |            |  |  |  |  |  |

Debenture/Unit (in Rs.)

| Ledger Folio of Trans | sferor  |             |            |
|-----------------------|---------|-------------|------------|
| Transferor's Name     |         |             |            |
|                       | Surname | middle name | first name |
| Ledger Folio of Trans | sferee  | <u></u>     |            |
| Transferee's Name     |         |             |            |
|                       | Surname | middle name | first name |

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

| Particulars                   | Number of units | Nominal value per<br>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 | - | Decrease during the<br>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 Image: Image

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

(i) Turnover

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

41,508,480,668

24,965,982,531

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

| 5. No. | Category                                | Equi             | ty         | Prefere          | ence       |
|--------|---|------------------|------------|------------------|------------|
|        |   | 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<br>(not mentioned above) | 104,085,280      | 49.53      | 0                |            |
| 10.    | Others                                  | 0                | 0          | 0                |            |
|        | Total                                   | 104,085,280      | 49.53      | 0                | 0          |

#### Total number of shareholders (promoters)

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

| S. No. | Category | Equity           |            | Prefer           | ence       |
|--------|----------|------------------|------------|------------------|------------|
|        |          | Number of shares | Percentage | Number of shares | Percentage |

| 1.  | Individual/Hindu Undivided Family       |             |       |   |   |
|-----|---|-------------|-------|---|---|
|     | (i) Indian                              | 39,130,898  | 18.62 | 0 |   |
|     | (ii) Non-resident Indian (NRI)          | 1,705,605   | 0.81  | 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                     | 13,317,856  | 6.34  | 0 |   |
| 4.  | Banks                                   | 3,502       | 0     | 0 |   |
| 5.  | Financial institutions                  | 0           | 0     | 0 |   |
| 6.  | Foreign institutional investors         | 24,217      | 0.01  | 0 |   |
| 7.  | Mutual funds                            | 23,585,849  | 11.22 | 0 |   |
| 8.  | Venture capital                         | 0           | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 1,307,323   | 0.62  | 0 |   |
| 10. | Others Sundram Fasteners Limited        | 26,967,340  | 12.83 | 0 |   |
|     | Total                                   | 106,043,090 | 50.45 | 0 | 0 |

Total number of shareholders (other than promoters)

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

68,124

68,123

#### (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

| Name of the FII   |                              | ·  | Number of shares<br>held | % of shares held |
|-------------------|------------------------------|----|--------------------------|------------------|
| THE BOEING COMPAN | c/O. JPMORGAN CHASE BANK, MA | US | 24,217                   | 0.01             |

| Details                           | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters                         | 2                            | 1                      |
| Members<br>(other than promoters) | 59,598                       | 68,123                 |
| Debenture holders                 | 0                            | 0                      |

#### VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

#### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

| Category                             |           | lirectors at the<br>g of the year |           | Number of directors at the end<br>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         | 7                                 | 3         | 6   | 0.05      | 0.02   |  |
| (i) Non-Independent                  | 3         | 2                                 | 3         | 2   | 0.05      | 0.02   |  |
| (ii) Independent                     | 0         | 5                                 | 0         | 4   | 0         | 0  |  |
| C. Nominee Directors<br>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         | 7                                 | 3         | 6   | 0.05      | 0.02   |  |

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

#### (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                         |  |

| Name              | DIN/PAN    | Designation        | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-------------------|------------|--------------------|--------------------------------|--|
| 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 I | 01680435   | Director           | 0                              |  |
| MAHALINGAM SETUR  | 00121727   | Director           | 0                              |  |
| NIRMALA LAKSHMAN  | 00141632   | Director           | 0                              |  |
| MEENAKSHISUNDARA  | 00513901   | Whole-time directo | 0                              | 23/04/2022   |
| R DILIP KUMAR     | AAIPK6385L | Company Secretar   | 2,000                          | 01/07/2022   |
| MEENAKSHISUNDARA  | ACTPM1180G | CFO                | 0                              | 01/07/2022   |

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

3

| Name              |          | beginning / during  | change in designation/ | Nature of change (Appointment/<br>Change in designation/ Cessation) |
|-------------------|----------|---------------------|------------------------|---|
| SRINIVASAN RANGAR | 00043658 | Director            | 22/09/2021             | Retirement as Non-Executive Indepe                                  |
| ANANTHA V NAGESW. | 00760377 | Additional director | 16/09/2021             | Appointment as Non-Executive Inder                                  |
| ANANTHA V NAGESW. | 00760377 | Additional director | 28/01/2022             | Cessation - Resigned from the position                              |

# 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<br>Members entitled to<br>attend meeting | Attend | ance                       |
|                         |                 | -  |        | % of total<br>shareholding |
| ANNUAL GENERAL MEETI    | 20/08/2021      | 71,908   | 57     | 52.53                      |

#### **B. BOARD MEETINGS**

\*Number of meetings held

| S. No. | Date of meeting | Total Number of directors associated as on the date |                              |                 |  |  |
|--------|-----------------|---|------------------------------|-----------------|--|--|
|        |                 | of meeting  | Number of directors attended | % of attendance |  |  |
| 1      | 06/05/2021      | 10  | 10                           | 100             |  |  |
| 2      | 12/08/2021      | 10  | 10                           | 100             |  |  |
| 3      | 11/11/2021      | 10  | 9                            | 90              |  |  |
| 4      | 27/01/2022      | 10  | 9                            | 90              |  |  |
| 5      | 10/02/2022      | 9   | 9                            | 100             |  |  |
| 6      | 30/03/2022      | 9   | 8                            | 88.89           |  |  |

#### C. COMMITTEE MEETINGS

| umber of meetir | ngs held        |                 | 17                            |                               |                 |
|-----------------|-----------------|-----------------|-------------------------------|-------------------------------|-----------------|
| S. No.          | Type of meeting | Dete of months  | Total Number<br>of Members as |                               | Attendance      |
|                 |                 | Date of meeting | on the date of<br>the meeting | Number of members<br>attended | % of attendance |
| 1               | Audit Committe  | 05/05/2021      | 3                             | 3                             | 100             |
| 2               | Audit Committe  | 11/08/2021      | 3                             | 3                             | 100             |
| 3               | Audit Committe  | 10/11/2021      | 3                             | 3                             | 100             |
| 4               | Audit Committe  | 27/01/2022      | 3                             | 3                             | 100             |
| 5               | Audit Committe  | 09/02/2022      | 3                             | 3                             | 100             |
| 6               | Corporate Soc   | 30/03/2022      | 4                             | 3                             | 75              |
| 7               | Nomination an   | 05/05/2021      | 3                             | 3                             | 100             |
| 8               | Nomination an   | 11/08/2021      | 3                             | 3                             | 100             |
| 9               | Nomination an   | 06/09/2021      | 3                             | 3                             | 100             |
| 10              | Nomination an   | 10/11/2021      | 3                             | 3                             | 100             |

#### D. \*ATTENDANCE OF DIRECTORS

|           |                 | Board Meetings |          |      | Committee Meetings |          |                    | Whether<br>attended AGM |
|-----------|-----------------|----------------|----------|------|--------------------|----------|--------------------|-------------------------|
| S.<br>No. | of the director |                | Meetings | % of |                    | Meetings | % of<br>attendance | held on                 |
|           |                 | attend         | attended |      | attend             | attended |                    | 29/06/2022<br>(Y/N/NA)  |
|           |                 |                |          |      |                    |          |                    |                         |

| 1 | SURESH KRI  | 6 | 6 | 100   | 12 | 12 | 100   | Yes |
|---|-------------|---|---|-------|----|----|-------|-----|
| 2 | ARATHI KRIS | 6 | 6 | 100   | 8  | 8  | 100   | Yes |
| 3 | ARUNDATHI I | 6 | 6 | 100   | 6  | 6  | 100   | Yes |
| 4 | PREETHI KRI | 6 | 6 | 100   | 2  | 2  | 100   | Yes |
| 5 | MUTHURAM    | 6 | 6 | 100   | 4  | 4  | 100   | Yes |
| 6 | HERAMB RA   | 6 | 6 | 100   | 9  | 9  | 100   | Yes |
| 7 | MAHALINGAI  | 6 | 6 | 100   | 7  | 7  | 100   | Yes |
| 8 | NIRMALA LAP | 6 | 4 | 66.67 | 3  | 2  | 66.67 | Yes |
| 9 | MEENAKSHIS  | 6 | 6 | 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

| S. No. | Name            | Designation     | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|-----------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
|        |                 |                 |              |            |                               |           |                 |
| 1      | ARATHI KRISHNA  | Managing Direct | 15,171,835   | 28,044,000 | 0                             | 1,792,263 | 45,008,098      |
| 2      | ARUNDATHI KRISH | Joint Managing  | 16,656,724   | 28,044,000 | 0                             | 1,471,767 | 46,172,491      |
| 3      | MEENAKSHISUND   | Whole-time Dire | 12,127,000   | 0          | 0                             | 0         | 12,127,000      |
|        | Total           |                 | 43,955,559   | 56,088,000 | 0                             | 3,264,030 | 103,307,589     |

| Number o | f CEO, CFO and Com | 2                 |              |            |                               |         |                 |
|----------|--------------------|-------------------|--------------|------------|-------------------------------|---------|-----------------|
| S. No.   | Name               | Designation       | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others  | Total<br>Amount |
| 1        | MEENAKSHISUND      | Chief Financial ( | 12,127,000   | 0          | 0                             | 0       | 12,127,000      |
| 2        | R DILIP KUMAR      | Company Secre     | 6,988,000    | 0          | 0                             | 425,000 | 7,413,000       |
|          | Total              |                   | 19,115,000   | 0          | 0                             | 425,000 | 19,540,000      |

Number of other directors whose remuneration details to be entered

| S. No. | Name            | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others     | Total<br>Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|------------|-----------------|
| 1      | SURESH KRISHNA  | Chairman    | 0            | 28,044,000 | 0                             | 10,476,617 | 38,520,617      |
| 2      | PREETHI KRISHNA | Director    | 0            | 0          | 0                             | 340,000    | 340,000         |

3

| S. No. | Name           | Designation     | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others     | Total<br>Amount |
|--------|----------------|-----------------|--------------|------------|-------------------------------|------------|-----------------|
|        |                |                 |              |            |                               |            |                 |
| 3      | MUTHURAMAN BA  | Independent Dir | 0            | 0          | 0                             | 400,000    | 400,000         |
| 4      | HERAMB RAVINDF | Independent Dir | 0            | 0          | 0                             | 500,000    | 500,000         |
| 5      | MAHALINGAM SET | Independent Dir | 0            | 0          | 0                             | 460,000    | 460,000         |
| 6      | NIRMALA LAKSHM | Independent Dir | 0            | 0          | 0                             | 260,000    | 260,000         |
| 7      | R SRINIVASAN   | Independent Dir | 0            | 0          | 0                             | 200,000    | 200,000         |
| 8      | ANANTHA V NAGE | Independent Dir | 0            | 0          | 0                             | 50,000     | 50,000          |
|        | Total          |                 | 0            | 28,044,000 | 0                             | 12,686,617 | 40,730,617      |

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

| * A. | Whether the company has made compliances and disclosures in respect of applicable | Yes | $\bigcirc$ | No  |
|------|---|-----|------------|-----|
|      | provisions of the Companies Act, 2013 during the year                             | 100 | $\bigcirc$ | 110 |

B. If No, give reasons/observations

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

| A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS NII |                    |               |  |                    |  |  |  |  |  |
|---|--------------------|---------------|--|--------------------|--|--|--|--|--|
|   |                    | Date of Order | Name of the Act and<br>section under which<br>penalised / punished |                    | Details of appeal (if any)<br>including present status |  |  |  |  |
| Sundram Fastener  | BSE Limited        | 22/11/2021    | Regulation 21 of the   | Fine of Rs.96,000/ | Application for waiver of the fir                      |  |  |  |  |
| Sundram Fastener  | National Stock Exc | 22/11/2021    | Regulation 21 of the   | Fine of Rs.96, 000 | NSE vide their email dated Jul                         |  |  |  |  |
| (B) DETAILS OF CO   | MPOUNDING OF OF    | FENCES N      | il 14  |                    |  |  |  |  |  |

| Name of the<br>company/ directors/<br>officers | Name of the court/<br>concerned<br>Authority | Date of Order | Name of the Act and<br>section under which<br>offence committed | Particulars of<br>offence | Amount of compounding (in<br>Rupees) |
|--|--|---------------|---|---------------------------|--------------------------------------|
| Sundram Fastener                               | The Regional Direc                           | 28/01/2022    | Section 203(1) of the   | Appt of same perso        | 100,000                              |
| Suresh Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Short term borrowi        | 10,000                               |
| Arathi Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Short term borrowi        | 10,000                               |
| Arundathi Krishna                              | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Short term borrowi        | 10,000                               |
| Suresh Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Other income (2014        | 10,000                               |
| Arathi Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Other income (2014        | 10,000                               |
| Arundathi Krishna                              | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Other income (2014        | 10,000                               |
| Sundram Fastener                               | The Regional Direc                           | 28/01/2022    | Section 123(3) of the   | Int. Dividnd declare      | 20,000                               |
| Suresh Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 123(3) of the   | Int. Dividnd declare      | 20,000                               |
| Arathi Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 123(3) of the   | Int. Dividnd declare      | 20,000                               |
| Arundathi Krishna                              | The Regional Direc                           | 28/01/2022    | Section 123(3) of the   | Int. Dividnd declare      | 20,000                               |
| Suresh Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Loan & adv-RPT(2          | 10,000                               |
| Arathi Krishna                                 | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Loan & adv-RPT(2          | 10,000                               |
| Arundathi Krishna                              | The Regional Direc                           | 28/01/2022    | Section 211 read wit  | Loan & adv-RPT(2          | 10,000                               |

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. ..

To be digitally signed by

(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 compiled 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.

| Director                                 | SURESH Digitally signed by<br>SURESH KRISHNA<br>BURESURESH KRISHNA<br>LZ:07:22 +05'30'                                 |        |               |              |                    |  |
|--|--|--------|---------------|--------------|--------------------|--|
| DIN of the director                      | 00046919   |        |               |              |                    |  |
| To be digitally signed by                | GOPALAKRIS Digitally signed by<br>GOPALAKRISENAN<br>HNAN ANAND ANAND BABU<br>BABU Dete: 2022.08.25<br>12:21:29 +05'30' |        |               |              |                    |  |
| Company Secretary                        |  |        |               |              |                    |  |
| O Company secretary in practice          |  |        |               |              |                    |  |
| Membership number 19848 Certificate of p |  |        | ictice number |              |                    |  |
|  |  |        |               |              |                    |  |
| Attachments                              |  |        |               | L            | ist of attachments |  |
| 1. List of share holders, de             | benture holders  |        | Attach        | Shareholders |                    |  |
| 2. Approval letter for exter             | ision of AGM;  |        | Attach        |              | etter to MCA.pdf   |  |
| 3. Copy of MGT-8;                        |  |        | Attach        | SFL-MGT-8-2  | 022-signed.pdf     |  |
| 4. Optional Attachement(s                | ), if any  |        | Attach        |              |                    |  |
|  |  |        |               |              | Remove attachment  |  |
| Modify                                   | Check  | k 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

4057

dated 22/04/2022