

FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L35999TN1962PLC004943
Registration Date	December 10, 1962
Name of the Company	SUNDRAM FASTENERS LIMITED
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered Office and contact details	98-A, VII Floor, Dr Radhakrishnan Salai Mylapore, Chennai – 600 004 Phone No.91-44-28478500, Fax No.91-44-28478510 Email: investorshelpdesk@sfl.co.in
Whether listed company	Yes. Listed in National Stock Exchange of India Limited and BSE Limited
Name, Address and Contact details of the Registrar and Transfer Agent, if any.	Mr Suresh Babu, Director Mr Sriram, Deputy General Manager Integrated Registry Management Services Private Limited Kences Towers, 2 nd Floor, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017 Telephone: +91 44 28140801-803 Email: srirams@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and description of main products / services	NIC Code of the Product / service	% of total turnover of the company
1	Manufacture of other fabricated metal products – Metal fasteners	2599	37%
2	Manufacture of motor vehicle parts and accessories	2930	55%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary	% of shares held	Applicable Section
1	Sundram Fasteners Investments Limited 98A, VII Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004	U65991TN1992PLC022618	Domestic Wholly owned Subsidiary	100%	2(87)
2	TVS Upasana Limited 98A, VII Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004	U65991TN1992PLC022619	Domestic Wholly owned Subsidiary	100%	2(87)

S. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary	% of shares held	Applicable Section
3	Sundram Non-Conventional Energy Systems Limited 98A, VII Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004	U40108TN1994PLC029132	Domestic Subsidiary	52.94%	2(87)
4	Sundram Precision Components Limited 98A, VII Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004	U29130TN2004PLC054482	Domestic Wholly owned Subsidiary	100%	2(87)
5	TVS Infotech Limited 98A, VII Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004	U72300TN1994PLC029467	Domestic Subsidiary	Self: 56.43% Held through subsidiary: 11.23%	2(87)
6	TVS Next Private Limited 98A, VII Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004	U72200TN2008PTC067744	Step down Domestic Subsidiary	67.66% out of 100%	2(87)(ii)
7	TVS Infotech Inc 7512, East Independence Blvd, Suite 102 Charlotte, NC 28227	-	Step down Overseas Subsidiary	67.66% out of 100%	2(87)(ii)
8	Cramlington Precision Forge Limited Unit 8, Atley Way, North Nelson Industrial Estate, Cramlington, Northumberland, United Kingdom, NE23 1WA	-	Step down Overseas Subsidiary	100%	2(87)(ii)
9	Sundram Fasteners (Zhejiang) Limited No.1, Sundram Road, Wuyuan Town, Haiyan County, Jiaxing City, Zhejiang Province, China - 314300.	-	Step down Overseas Subsidiary	100%	2(87)(ii)
10	Sundram International Inc 801, W.Big Beaver Road, Troy, Michigan, United States of America	-	Overseas Subsidiary	100%	2(87)
11	Sundram International Limited Central Square, South Orchard Street, New Castle Upon Tyne, England – NE1 3XX, United Kingdom	-	Overseas Subsidiary	100%	2(87)

Sundram Fasteners Limited

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a) Individuals / HUF (Nominees of Bodies Corporate)	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	104085280	-	104085280	49.53	104085280	-	104085280	49.53	Nil
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	104085280	-	104085280	49.53	104085280	-	104085280	49.53	Nil
2. Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	Nil	-	-	-	-	Nil
Total shareholding (A)=(A)(1)+ (A)(2)	104085280	-	104085280	49.53	104085280	-	104085280	49.53	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	20417337	1500	20418837	9.72	21520885	1500	21522385	10.24	0.52
b) Banks / FI	2886153	2466	2888619	1.37	2895229	2466	2897695	1.38	0.01
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	8806466	-	8806466	4.19	8488812	-	8488812	4.04	(0.15)
g) FIs	448188	-	448188	0.21	512793	-	512793	0.24	0.03
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	32558144	3966	32562110	15.49	33417719	3966	33421685	15.90	0.41
2. Non-Institutions									
a) Bodies Corp.- Indian & Overseas	4847489	138024	4985513	2.37	5331287	136205	5467492	2.60	0.23
b) Individuals	38763909	3626351	42390260	20.18	39350369	2805810	42156179	20.06	(0.11)
i) Individual shareholders holding nominal share capital up to Rs 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7736123	-	7736123	3.69	7928391	-	7928391	3.78	0.09
c) Others	18369084	-	18369084	8.74	17069343	-	17069343	8.13	(0.62)
Sub-Total (B)(2)	69716605	3764375	73480980	34.98	69679390	2942015	72621405	34.57	(0.41)
Total Public Shareholding (B) = (B)(1)+(B)(2)	102274749	3768341	106043090	50.47	103097109	2945981	106043090	50.47	-
C. Shares held by Custodian for GDRs and ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total = A+B+C	206360029	3768341	210128370	100.00	207182389	2945981	210128370	100.00	-

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
*Others									
Alternate investments fund	43729	-	43729	0.02	385881	-	385881	0.18	0.16
Clearing Member	168085	-	168085	0.08	45208	-	45208	0.02	(0.06)
Corporate CM / TM – Client Margin A/c	166432	-	166432	0.08	381009	-	381009	0.18	0.10
Corporate CM / TM – Client Beneficiary A/c	185255	-	185255	0.09	-	-	-	-	(0.09)
Foreign Port Folio Investor – Corporate – 1	1777287	-	1777287	0.85	697530	-	697530	0.33	(0.52)
Foreign Port Folio Investor – Corporate – 2	14834415	-	14834415	7.06	15335087	-	15335087	7.30	0.24
Foreign Port Folio Investor – Corporate – 3	1124348	-	1124348	0.54	82330	-	82330	0.04	(0.50)
Limited Liability Partnership	66940	-	66940	0.02	137204	-	137204	0.08	0.06
Trust	2593	-	2593	0.00	5094	-	5094	0.00	-
Total	18369084	-	18369084	8.74	17069343	-	17069343	8.13	(0.61)

(ii) Shareholding of Promoters

S. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	T.V. Sundram Iyengar & Sons Private Limited	53312000	25.37	0.00	53312000	25.37	0.00	Nil
2	Southern Roadways Limited	50773280	24.16	0.00	50773280	24.16	0.00	Nil
	Total	104085280	49.53	0.00	104085280	49.53	0.00	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There have been no changes in the Promoters' shareholding during the year.

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(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	NAME & PAN	Shareholding		Increase / Decrease in shareholding (transfer)		Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		No. of Shares at the beginning (April 1, 2018)	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVING						
	PAN : AAATH1809A						
	Opening Balance as on 01/04/2018	14521102	6.91				
	05/10/2018			122400	0.06	14643502	6.97
	12/10/2018			274000	0.13	14917502	7.10
	26/10/2018			14153	0.01	14931655	7.11
	02/11/2018			26100	0.01	14957755	7.12
	25/01/2019			(30000)	(0.01)	14927755	7.10
	Closing Balance as on 31/03/2019					14927755	7.10
2	AMANSA HOLDINGS PRIVATE LIMITED						
	PAN : AAKCA7237L						
	Opening Balance as on 01/04/2018	8496550	4.04				
	02/11/2018			5930	0.00	8502480	4.05
	18/01/2019			45930	0.02	8548410	4.07
	25/01/2019			312854	0.15	8861264	4.22
	01/02/2019			217641	0.10	9078905	4.32
	22/02/2019			51000	0.02	9129905	4.35
	01/03/2019			8766	0.00	9138671	4.35
Closing Balance as on 31/03/2019					9138671	4.35	
3	GOVINDLAL M PARIKH						
	PAN : AAEP1312J						
	Opening Balance as on 01/04/2018	4543482	2.16				
	22/06/2018			(10000)	(0.01)	4533482	2.16
	06/07/2018			(20000)	(0.01)	4513482	2.15
	27/07/2018			(1755)	0.00	4511727	2.15
	03/08/2018			(50000)	(0.02)	4461727	2.12
	31/08/2018			(34087)	(0.02)	4427640	2.11
	22/03/2019			(3398)	0.00	4424242	2.11
Closing Balance as on 31/03/2019					4424242	2.11	
4	GENERAL INSURANCE CORPORATION OF INDIA						
	PAN : AAACG0615N						
	Opening Balance as on 01/04/2018	4110080	1.96				
	06/04/2018			(90623)	(0.04)	4019457	1.91
	13/04/2018			(14657)	(0.01)	4004800	1.91
	31/08/2018			(8117)	0.00	3996683	1.90
	07/09/2018			(35730)	(0.02)	3960953	1.89
	Closing Balance as on 31/03/2019					3960953	1.89

Sl. No.	NAME & PAN	Shareholding		Increase / Decrease in shareholding (transfer)		Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		No. of Shares at the beginning (April 1, 2018)	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
5	THE NEW INDIA ASSURANCE COMPANY LIMITED						
	PAN : AAACN4165C						
	Opening Balance as on 01/04/2018	3083356	1.47				
	04/05/2018			(2211)	0.00	3081145	1.47
	11/05/2018			(41839)	(0.02)	3039306	1.45
	18/05/2018			(5950)	0.00	3033356	1.44
	03/08/2018			(22146)	(0.01)	3011210	1.43
	10/08/2018			(32765)	(0.02)	2978445	1.42
	17/08/2018			(17465)	(0.01)	2960980	1.41
	24/08/2018			(16416)	(0.01)	2944564	1.40
	31/08/2018			(24492)	(0.01)	2920072	1.39
	07/09/2018			(26707)	(0.01)	2893365	1.38
	14/09/2018			(10295)	(0.01)	2883070	1.37
	07/12/2018			24856	0.01	2907926	1.38
	14/12/2018			19135	0.01	2927061	1.39
Closing Balance as on 31/03/2019					2927061	1.39	
6	LIFE INSURANCE CORPORATION OF INDIA						
	PAN : AAACL0582H						
	Opening Balance as on 01/04/2018	2833820	1.35				
	Closing Balance as on 31/03/2019			0	0.00	2833820	1.35
7	UTI MULTI CAP FUND						
	PAN : AAATU1088L						
	Opening Balance as on 01/04/2018	2138289	1.02				
	13/04/2018			3182	0.00	2141471	1.02
	27/04/2018			(210221)	(0.10)	1931250	0.92
	04/05/2018			(34329)	(0.02)	1896921	0.90
	17/08/2018			1888	0.00	1898809	0.90
	31/08/2018			(9000)	0.00	1889809	0.90
	12/11/2018			(8520)	0.00	1881289	0.90
	16/11/2018			(7322)	0.00	1873967	0.89
	23/11/2018			(85750)	(0.04)	1788217	0.85
	22/03/2019			(9000)	0.00	1779217	0.85
Closing Balance as on 31/03/2019					1779217	0.85	

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Sl. No.	NAME & PAN	Shareholding		Increase / Decrease in shareholding (transfer)		Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		No. of Shares at the beginning (April 1, 2018)	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
8	GOVERNMENT PENSION FUND GLOBAL						
	PAN : AACCN1454E						
	Opening Balance as on 01/04/2018	1697579	0.81				
	27/04/2018			(20000)	(0.01)	1677579	0.80
	04/05/2018			(4567)	0.00	1673012	0.80
	11/05/2018			(13302)	(0.01)	1659710	0.79
	18/05/2018			(12776)	(0.01)	1646934	0.78
	20/07/2018			(2909)	0.00	1644025	0.78
	03/08/2018			(26446)	(0.01)	1617579	0.77
	23/11/2018			(100000)	(0.05)	1517579	0.72
	14/12/2018			(200000)	(0.10)	1317579	0.63
	21/12/2018			(177500)	(0.08)	1140079	0.54
	04/01/2019			(161500)	(0.08)	978579	0.47
	18/01/2019			(37900)	(0.02)	940679	0.45
	15/02/2019			(323100)	(0.15)	617579	0.29
	22/02/2019			5342	0.00	622921	0.30
	01/03/2019			10071	0.01	632992	0.30
	15/03/2019			852	0.00	633844	0.30
	22/03/2019			6453	0.00	640297	0.31
	29/03/2019			14979	0.01	655276	0.31
	Closing Balance as on 31/03/2019					655276	0.31
9	OCEAN DIAL GATEWAY TO INDIA MAURITIUS LIMITED						
	PAN : AACCI3546C						
	Opening Balance as on 01/04/2018	1500000	0.71				
	20/04/2018			(500000)	(0.24)	1000000	0.48
	15/06/2018			(74827)	(0.04)	925173	0.44
	22/06/2018			(19861)	(0.01)	905312	0.43
	13/07/2018			(19418)	(0.01)	885894	0.42
	27/07/2018			(85894)	(0.04)	800000	0.38
	01/03/2019			(72000)	(0.03)	728000	0.35
	08/03/2019			(90000)	(0.04)	638000	0.30
		Closing Balance as on 31/03/2019					638000

Sl. No.	NAME & PAN	Shareholding		Increase / Decrease in shareholding (transfer)		Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		No. of Shares at the beginning (April 1, 2018)	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
10	L&T MUTUAL FUND TRUSTEE LIMITED-L&T BUSINESS						
	PAN : AAATC4460E						
	Opening Balance as on 01/04/2018	1496976	0.71				
	20/04/2018			54786	0.03	1551762	0.74
	27/04/2018			(434672)	(0.21)	1117090	0.53
	04/05/2018			(5000)	0.00	1112090	0.53
	11/05/2018			(88799)	(0.04)	1023291	0.49
	18/05/2018			26652	0.01	1049943	0.50
	15/06/2018			28583	0.01	1078526	0.51
	22/06/2018			16764	0.01	1095290	0.52
	03/08/2018			97900	0.05	1193190	0.57
	31/08/2018			34000	0.02	1227190	0.58
	07/09/2018			34000	0.02	1261190	0.60
	12/10/2018			11338	0.01	1272528	0.61
	18/01/2019			6215	0.00	1278743	0.61
	25/01/2019			123127	0.06	1401870	0.67
	01/02/2019			13658	0.01	1415528	0.67
	15/03/2019			39000	0.02	1454528	0.69
	29/03/2019			(1500)	0.00	1453028	0.69
	Closing Balance as on 31/03/2019					1453028	0.69

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(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Name of the Director / KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning and at the end of the year	Sri Suresh Krishna, Chairman	36,040	0.0171	36,040	0.0171
2		Ms Arathi Krishna, Managing Director	47,040	0.0223	47,040	0.0223
3		Ms Arundathi Krishna, Joint Managing Director	51,840	0.0247	51,840	0.0247
4		Sri K Ramesh, Director	4,000	0.0019	4,000	0.0019
5		Ms Preethi Krishna, Director	-	-	-	-
6		Sri V Narayanan, Director*	1,200	0.0005	1,200	0.0005
7		Sri R Srinivasan**, Director	9,200	0.0044	9,200	0.0044
8		Sri B Muthuraman, Director	-	-	-	-
9		Sri Heramb R. Hajarnavis, Director	-	-	-	-
10		Sri S Mahalingam, Director	-	-	-	-
11		Dr Nirmala Lakshman, Director***	-	-	-	-
12		Sri S Meenakshisundaram, Chief Financial Officer	-	-	-	-
13		Sri R Dilip Kumar, Vice President – Finance & Company Secretary**	2,000	0.0000	2,000	0.0000

* Retired from the Board, effective September 22, 2018.

** Joint holder.

*** Appointed as a Non-Executive Independent Director effective September 20, 2018.

There has been no increase / decrease in shareholding during the year for any of the above mentioned persons.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (as on March 31, 2019)
in lakhs

S. No.	Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year				
	i) Principal amount	204.44	357.50	-	561.94
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.51	0.61	-	1.12
	Total of (i) + (ii) + (iii)	204.95	358.11	-	563.06
2	Change in indebtedness during the financial year				
	- Addition	66.77	636.43	-	703.20
	- Reduction	204.44	259.73	-	464.17
	Net Change	(137.67)	376.70	-	239.03
3	Indebtedness at the end of the financial year				
	i) Principal amount	66.77	734.20	-	800.97
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.20	2.86	-	3.06
	Total of (i) + (ii) + (iii)	66.97	737.06	-	804.03

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Remuneration to Managing Director / Whole-time Directors and / or Manager

in Lakhs

S. No.	Particulars of Remuneration	Name of Chairman / Managing Directors			Total Amount
		Sri Suresh Krishna (Chairman)	Ms Arathi Krishna (Managing Director)	Ms Arundathi Krishna (Joint Managing Director)	
1	Gross salary-				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	99.47	94.80	95.16	289.43
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	6.35	68.80	54.29	129.44
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	662.00	1655.50	1655.50	3,973.00
	Total (A)	767.82	1819.10	1804.95	4,391.87
	6.64% of the Net profits computed under Section 198 of the Companies Act, 2013				
	Ceiling as per the Act – 11% of the net profit				

b. Remuneration to other Directors for attending Board / Committee Meetings

in Lakhs

Category	Remuneration (Sitting fees)
Independent Directors	
Sri V Narayanan [#]	2.00
Sri R Srinivasan	4.10
Sri B Muthuraman	2.70
Sri Heramb R. Hajarnavis	3.90
Sri S Mahalingam	2.20
Dr Nirmala Lakshman [*]	2.10
TOTAL (1)	17.00
Non-Executive Directors	
Sri K Ramesh	0.50
Ms Preethi Krishna	2.00
TOTAL (2)	2.50
TOTAL (B)=(1) + (2)	19.50
Total Managerial Remuneration	19.50
Overall Ceiling as per the Act	11% of the Net Profit plus Sitting fees. However, no Commission or other remuneration paid during the year.

[#] Retired from the Board, effective, September 22, 2018.

^{*} Appointed as a Non-Executive Independent Director effective, September 20, 2018.

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c. Remuneration to Key Managerial Personnel other than Managing Director / Whole-time Directors and / or Manager

in Lakhs

S. No.	Particulars of Remuneration	Sri S Meenakshisundaram Chief Financial Officer	Sri R Dilip Kumar Vice President – Finance & Company Secretary
1	Gross salary - (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	117.62 0.12 -	60.11 1.06 -
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify	-	-
5	Others: Provident Fund Superannuation Contribution	- -	1.72 2.15
	Total	117.74	65.04

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year ended March 31, 2019, no penalties were levied or punishment / compounding fee imposed by the Regional Director, Ministry of Corporate Affairs / Court on the Company / Directors / officers in default.

On behalf of the Board

May 9, 2019
Chennai

SURESH KRISHNA
Chairman