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: L21012TZ1960PLC000364 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AACCS1192G

(ii) (a) Name of the company: SESHASAYEE PAPER AND BOAI

(b) Registered office address

PALLIPALAYAM CAUVERY R S P O
ERODE
ERODE
Tamil Nadu
638007
India

(c) *e-mail ID of the company: secretarial@spbltd.com

(d) *Telephone number with STD code: 04288247024

(e) Website: www.spbltd.com

(iii) Date of Incorporation: 22/06/1960

(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	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 23/07/2022

(b) Due date of AGM 30/09/2022

(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	C3	Wood and wood products, furniture, paper and paper 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	Esvi International (Engineers &	U51909TN1978PTC007495	Subsidiary	100
2	Ponni Sugars (Erode) Limited	L15422TN1996PLC037200	Associate	27.45

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	2,000,000,000	63,068,140	63,068,140	63,068,140
Total amount of equity shares (in Rupees)	4,000,000,000	126,136,280	126,136,280	126,136,280

Number of classes: 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000,000	63,068,140	63,068,140	63,068,140
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	4,000,000,000	126,136,280	126,136,280	126,136,280

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	30,000,000	0	0	0
Total amount of preference shares (in rupees)	300,000,000	0	0	0

Number of classes: 1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	30,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	300,000,000	0	0	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	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	13,115,845	49,952,295	63068140	126,136,28(	126,136,28	
Increase during the year	0	0	0	231,462	231,462	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 Conversion from Physical Mode to Demat Mode				231,462	231,462	
Decrease during the year	0	0	0	231,462	231,462	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 Conversion from Physical Mode to Demat Mode				231,462	231,462	
At the end of the year	13,115,845	49,952,295	63068140	126,136,28(	126,136,28	
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 Nil				0	0	
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 Nil				0	0	
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	24/07/2021
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		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
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 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 13,549,346,764

(ii) Net worth of the Company 10,823,514,644

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	123,760	0.2	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)	19,129,785	30.33	0	
10.	Others OCB-NRI Promoter	7,738,475	12.27	0	
	Total	26,992,020	42.8	0	0

Total number of shareholders (promoters) 10

(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	13,394,029	21.24	0	
	(ii) Non-resident Indian (NRI)	264,402	0.42	0	
	(iii) Foreign national (other than NRI)	212	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	9,000,000	14.27	0	
3.	Insurance companies	0	0	0	
4.	Banks	9,070	0.01	0	
5.	Financial institutions	6,000	0.01	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,000	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,572,164	4.08	0	
10.	Others Alternative Investment ,Cle	10,829,243	17.17	0	
	Total	36,076,120	57.2	0	0

Total number of shareholders (other than promoters) 18,582

Total number of shareholders (Promoters+Public/ Other than promoters) 18,592

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	10	10
Members (other than promoters)	15,771	18,582
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**	3	0	3	0	0.19	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	7	0.19	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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)
N Gopalaratnam	00001945	Whole-time directo	78,155	
V Sridar	02241339	Director	0	
S Narayan	00094081	Director	3,190	
A L Somayaji	00049772	Director	0	
Nanditha Krishna	00906944	Director	0	
Mohan Verghese Chunk	01142014	Director	0	
Hans Raj Verma	00130877	Nominee director	0	
K Rajkumar	09359723	Nominee director	0	
K S Kasi Viswanathan	00003584	Managing Director	2,910	
V Pichai	00263934	Whole-time directo	42,695	03/05/2022
S Srinivas	BBVPS2991B	CFO	0	

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

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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)
Hans Raj Verma	00130877	Additional director	15/06/2021	Appointment as Additional Director
Hans Raj Verma	00130877	Nominee director	24/07/2021	Change in designation - Nominee Dir
Sigy Thomas Vaidhyan	08922290	Nominee director	15/06/2021	Nomination withdrawn by Appointing
K Rajkumar	09359723	Additional director	23/10/2021	Appointment as Additional Director
K Rajkumar	09359723	Nominee director	07/12/2021	Change in designation - Nominee Dir
Shekhar Kumar Niraj	08235891	Nominee director	23/10/2021	Nomination withdrawn by Appointing
S Srinivas	BBVPS2991B	CFO	23/07/2021	Appointment as Chief Financial Offic
V Pichai	00263934	CFO	23/07/2021	Cessation of Chief Financial Officer

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: 2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	24/07/2021	17,470	158	37.71
Postal Ballot	06/12/2021	18,141	224	48.04

B. BOARD MEETINGS

*Number of meetings held: 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2021	10	10	100
2	23/07/2021	10	9	90
3	23/10/2021	10	9	90
4	22/01/2022	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	26/03/2022	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held: 25

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 Committe	07/05/2021	5	5	100
2	Audit Committe	23/07/2021	5	5	100
3	Audit Committe	22/10/2021	6	6	100
4	Audit Committe	21/01/2022	6	6	100
5	Audit Committe	25/03/2022	6	6	100
6	Stakeholders F	05/05/2021	3	2	66.67
7	Stakeholders F	14/07/2021	3	3	100
8	Stakeholders F	22/10/2021	4	4	100
9	Stakeholders F	21/01/2022	4	3	75
10	Stakeholders F	19/03/2022	4	2	50

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	23/07/2022 (Y/N/NA)
1	N Gopalaratna	5	5	100	20	20	100	Yes
2	V Sridar	5	5	100	17	17	100	Yes
3	S Narayan	5	5	100	10	10	100	Yes
4	A L Somayaji	5	5	100	16	16	100	Yes
5	Nanditha Krish	5	5	100	4	4	100	Yes

6	Mohan Verghe	5	5	100	8	8	100	Yes
7	Hans Raj Verr	4	3	75	6	5	83.33	No
8	K Rajkumar	3	2	66.67	0	0	0	Yes
9	K S Kasi Visw	5	5	100	12	12	100	Yes
10	V Pichai	5	4	80	15	5	33.33	Not Applicable

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: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N Gopalaratnam	Chairman	7,980,000	12,768,000	0	2,660,913	23,408,913
2	K S Kasi Viswanath	Managing Direct	6,780,000	10,848,000	0	3,539,890	21,167,890
3	V Pichai	Deputy Managin	6,780,000	0	0	3,551,441	10,331,441
	Total		21,540,000	23,616,000	0	9,752,244	54,908,244

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	K S Kasi Viswanath	CEO	0	0	0	0	0
2	S Srinivas	CFO	2,666,667	0	0	0	2,666,667
	Total		2,666,667	0	0	0	2,666,667

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	V Sridar	Independent Dir	0	750,000	0	550,000	1,300,000
2	S Narayan	Independent Dir	0	750,000	0	375,000	1,125,000
3	A L Somayaji	Independent Dir	0	750,000	0	525,000	1,275,000
4	Nanditha Krishna	Independent Dir	0	750,000	0	225,000	975,000
5	Mohan Verghese Cl	Independent Dir	0	750,000	0	325,000	1,075,000
6	Hans raj Verma	Nominee Directo	0	750,000	0	250,000	1,000,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	K Rajkumar	Nominee Directo	0	750,000	0	75,000	825,000
	Total		0	5,250,000	0	2,325,000	7,575,000

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: B KALYANASUNDARAM

Whether associate or fellow: ◉ Associate ○ Fellow

Certificate of practice number: 2209

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. .. 11(c) dated 07/05/2022 (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.

To be digitally signed by

Director: KASIVISWANATHAN SUBRAMANIAN

DIN of the director: 00003584

To be digitally signed by SRINIVAS SESHADHRI

◉ Company Secretary

○ Company secretary in practice

Membership number: 34072

Certificate of practice number:

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

List of Shareholders.pdf
SPB-SHT2.pdf
Annexure to MGT-7.pdf
SPB - MGT-8 - 2022.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company