

SESHASAYEE PAPER AND BOARDS LIMITED

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31 03 2020

[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 :

- (i) CIN : L21012TZ1960PLC000364
- (ii) Registration Date : 22 06 1960
- (iii) Name of the Company : Seshasayee Paper and Boards Limited
- (iv) Category / Sub-Category of the Company : Non Government Company Limited by Shares
- (v) Address of the Registered office and contact details : Sri V Pichai
Deputy Managing Director & Secretary
Seshasayee Paper and Boards Limited
Pallipalayam, Cauvery RS PO
Erode 638 007, Namakkal District
- (vi) Whether listed Company : Yes
- (vii) Name, address and Contact details of Registrar and Transfer Agent, if any : Sri K Suresh Babu
Director
M/s Integrated Registry Management
Services Pvt. Ltd
Kences Towers, II Floor
No.1 Ramakrishna Street
North Usman Road, T Nagar
Chennai 600 017

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :

Sl.No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Writing & Printing Paper	1701	100

SESHASAYEE PAPER AND BOARDS LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN / GLN	Holding Subsidiary / Associate	% of shares held	Applicable Section
1	M/s Esvi International (Engineers & Exporters) Limited Esvin House Old Mahabalipuram Road Perungudi Chennai 600 096	U51909TN19 78PTC007495	Subsidiary	100	2(87) of Companies Act, 2013
2	M/s Ponni Sugars (Erode) Limited Esvin House Old Mahabalipuram Road Perungudi Chennai 600 096	L15422TN19 96PLC037200	Associate	27.45	2(6) of Companies Act, 2013

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 face value of ` 10/- at the beginning of the year (01 04 2019)				No. of shares held at the face value of ` 2/- at the end of the year (31 03 2020)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Shareholding of Promoter and Promoter Group									
(1) Indian									
(a) Individual / HUF	18352	0	18352	0.15	91760	0	91760	0.15	0.00
(b) Central / State Government	--	--	--	--	--	--	--	--	--
(c) Bodies Corporate	3813957	0	3813957	30.23	19069785	0	19069785	30.23	0.00
(d) Banks / FI	--	--	--	--	--	--	--	--	--
(e) Any other (specify)	--	--	--	--	--	--	--	--	--
Sub-Total (A) (1)	3832309	0	3832309	30.38	19161545	0	19161545	30.38	0.00
(2) Foreign									
(a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
(b) Bodies Corporate	1547695	0	1547695	12.27	7738475	0	7738475	12.27	0.00
(c) Institutions	--	--	--	--	--	--	--	--	--
(d) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
(e) Any other (specify)	--	--	--	--	--	--	--	--	--
Sub-Total (A) (2)	1547695	0	1547695	12.27	7738475	0	7738475	12.27	0.00
Total Shareholding of Promoter & Promoter Group(A)=(A)(1)+(A)(2)	5380004	0	5380004	42.65	26900020	0	26900020	42.65	0.00
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds / UTI	0	200	200	0.00	0	1000	1000	0.00	0.00
(b) Banks / FI	3387	2964	6351	0.05	23886	14820	38706	0.06	0.01
(c) Central / State Government	0	1800000	1800000	14.27	0	9000000	9000000	14.27	0.00
(d) Venture Capital Funds	--	--	--	--	--	--	--	--	--
(e) Insurance Companies	428678	0	428678	3.40	1570953	0	1570953	2.49	-0.91
(f) Foreign Institutional Investors	--	--	--	--	--	--	--	--	--
(g) Foreign Venture Capital Investors	--	--	--	--	--	--	--	--	--
(h) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
(i) Any other (specify)	--	--	--	--	--	--	--	--	--
Sub-Total (B) (1)	432065	1803164	2235229	17.72	1594839	9015820	10610659	16.82	-0.90

(i) Category-wise shareholding (Contd.)

Category of shareholders	No. of shares held at the face value of ` 10/- at the beginning of the year (01 04 2019)				No. of shares held at the face value of ` 2/- at the end of the year (31 03 2020)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non Institutions									
(a) Bodies Corporate (Indian)	678904	2654	681558	5.40	3280014	12760	3292774	5.22	-0.18
(b) Individuals (Resident / NRI / Foreign National)									
(i) Individual shareholders holding nominal share capital upto ` 1 lakh	1323844	289605	1613449	12.79	6869673	1230070	8099743	12.84	0.05
(ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	934829	19506	954335	7.57	5254621	97530	5352151	8.49	0.92
(c) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
(d) Any other (specify)									
Foreign Portfolio Corporate - 1 & 2	208037	--	208037	1.65	5038678	--	5038678	7.99	6.34
Foreign Portfolio Corporate - 3	796628	--	796628	6.32	--	--	--	--	-6.32
Investor Education Protection Fund	164856	--	164856	1.31	864665	--	864665	1.37	0.06
Trusts	8272	568181	576453	4.57	40695	2840905	2881600	4.57	--
Alternate Investment Fund	897	--	897	0.01	--	--	--	--	-0.01
Limited Liability Partnership	300	--	300	0.00	5070	--	5070	0.01	0.01
Corporate Body - NBFC	109	--	109	0.00	--	--	--	--	0.00
Clearing Member	1773	--	1773	0.01	22780	--	22780	0.04	0.03
Sub-Total (B) (2)	4118449	879946	4998395	39.63	21376196	4181265	25557461	40.53	0.90
Total Public Shareholding (B) = (B)(1) + (B)(2)	4550514	2683110	7233624	57.35	22971035	13197085	36168120	57.35	0.00
(c) Share held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	9930518	2683110	12613628	100.00	49871055	13197085	63068140	100.00	0.00

(ii) Shareholding of Promoters :

SI No.	Shareholder's Name	No. of shares held at the face value of ` 10/- at the beginning of the year (01 04 2019)			No. of shares held at the face value of ` 2/- at the end of the year (31 03 2020)			% 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	Ponni Sugars (Erode) Limited	1768181	14.02	0	8840905	14.02	0	0.00
2	Synergy Investments Pte Limited	1547695	12.27	0	7738475	12.27	0	0.00
3	Time Square Investments Private Limited	1257621	9.97	0	6288105	9.97	0	0.00
4	Dhanashree Investments Private Limited	590258	4.68	0	2951290	4.68	0	0.00
5	Ultra Investments and Leasing Co.Pvt Ltd	185296	1.47	0	926480	1.47	0	0.00
6	High Energy Batteries (India) Limited	10329	0.08	0	51645	0.08	0	0.00
7	SPB Projects and Consultancy Limited	2272	0.02	0	11360	0.02	0	0.00
8	N Gopalaratnam	9231	0.07	0	46155	0.07	0	0.00
9	K S Kasi Viswanathan	582	0.00	0	2910	0.00	0	0.00
10	V Pichai	8539	0.07	0	42695	0.07	0	0.00
	Total	5380004	42.65	0	26900020	42.65	0	0.00

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

SI No.		No. of shares held at the face value of ₹ 10/- at the beginning of the year (01 04 2019)		No. of shares held at the face value of ₹ 2/- at the end of the year (31 03 2020)	
		No. of Shares	% of Total shares of the Company	No. of Shares **	% of Total shares of the Company
	At the Beginning of the year 01 04 2019	5380004	42.65		
	Date wise increase / Decrease in Promoters Shareholding during the year			--	--
	At the end of the year 31 03 2020			26900020	42.65
	Hence there is no change in Promoter's Shareholding				

** There is no change in Promoter's Shareholding in % of Total Shares during the year. However, the total number of shares, held by Promoters, has increased only to the extent of the sub-division of Equity Shares of ₹ 10/- (Ten) each fully paid up into five Equity Shares of face value of ₹ 2/- (Two) each fully paid up.

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SI No.		No. of shares held at the face value of ₹ 10/- at the beginning of the year (01 04 2019)		Increased / Decreased in the shareholding		No. of shares held at the face value of ₹ 2/- at the end of the year (31 03 2020)	
		No. of Shares	% of Total shares of the Company	Date	No. of Shares	No. of Shares	% of Total shares of the Company
1	The Tamilnadu Industrial Investment Corporation Limited						
	At the Beginning of the year 01 04 2019	1800000	14.27				
	Sub-division from the face value of ₹ 10/- into ₹ 2/-			21 08 2019	**7200000	9000000	14.27
	At the end of the year 31 03 2020					9000000	14.27
2	Atyant Capital India Fund I						
	At the Beginning of the year 01 04 2019	676628	5.36				
	Sub-division from the face value of ₹ 10/- into ₹ 2/-			21 08 2019	**2706512	3383140	5.36
	At the end of the year 31 03 2020					3383140	5.36
3	Sri A L Somayaji, Managing Trustee, SPB Equity Shares Trust						
	At the Beginning of the year 01 04 2019	568181	4.50				
	Sub-division from the face value of ₹ 10/- into ₹ 2/-			21 08 2019	**2272724	2840905	4.50
	At the end of the year 31 03 2020					2840905	4.50

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) (Contd.)

SI No.		No. of shares held at the face value of ` 10/- at the beginning of the year (01 04 2019)		Increased / Decreased in the shareholding		No. of shares held at the face value of ` 2/- at the end of the year (31 03 2020)	
		No. of Shares	% of Total shares of the Company	Date	No. of Shares	No. of Shares	% of Total shares of the Company
4	Coromandel Sugars Limited						
	At the Beginning of the year 01 04 2019	474463	3.76				
	Sub-division from the face value of ₹ 10/- into ₹ 2/-			21 08 2019	**1897852	2372315	3.76
	At the end of the year 31 03 2020					2372315	3.76
5	Life Insurance Corporation of India						
	At the Beginning of the year 01 04 2019	428678	3.39				
	Sub-division from the face value of ` 10/- into ` 2/-			21 08 2019	**1714712	2143390	3.39
	Sale			08 11 2019	51599	2091791	3.32
	Sale			15 11 2019	250000	1841791	2.92
	Sale			22 11 2019	87120	1754671	2.78
	Sale			29 11 2019	67778	1686893	2.67
	Sale			27 12 2019	1719	1685174	2.67
	Sale			31 12 2019	11220	1673954	2.65
	Sale			03 01 2020	46676	1627278	2.58
	Sale			10 01 2020	14219	1613059	2.55
	Sale			17 01 2020	22227	1590832	2.52
	Sale			24 01 2020	19879	1570953	2.49
	At the end of the year 31 03 2020					1570953	2.49
6	Pushpa Devi Saraogi						
	At the Beginning of the year 01 04 2019	224999	1.78				
	Sub-division from the face value of ` 10/- into ` 2/-			21 08 2019	**899996	1124995	1.78
	At the end of the year 31 03 2020					1124995	1.78
7	Usha Devi Saraogi						
	At the Beginning of the year 01 04 2019	224990	1.78				
	Sub-division from the face value of ` 10/- into ` 2/-			21 08 2019	**899960	1124950	1.78
	At the end of the year 31 03 2020					1124950	1.78

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) (Contd.)

SI No.		No. of shares held at the face value of ` 10/- at the beginning of the year (01 04 2019)		Increased / Decreased in the shareholding		No. of shares held at the face value of ` 2/- at the end of the year (31 03 2020)	
		No. of Shares	% of Total shares of the Company	Date	No. of Shares	No. of Shares	% of Total shares of the Company
8	Investor Education and Protection Fund Authority						
	At the Beginning of the year 01 04 2019	164856	1.31				
	Claim			24 05 2019	100	164756	1.31
	Sub-division from the face value of ` 10/- into ` 2/-			21 08 2019	**659024	823780	1.31
	Share Transferred			18 10 2019	40945	864725	1.37
	Claim			17 01 2020	60	864665	1.37
	At the end of the year 31 03 2020					864665	1.37
9	Gothic Corporation						
	At the Beginning of the year 01 04 2019	159472	1.26				
	Sub-division from the face value of ` 10/- into ` 2/-			21 08 2019	**637888	797360	1.26
	At the end of the year 31 03 2020					797360	1.26
10	Sathyamoorthi Devarajulu						
	At the Beginning of the year 01 04 2019	103000	0.82				
	Purchase			17 05 2019	2100	105100	0.83
	Purchase			24 05 2019	11900	117000	0.92
	Purchase			14 06 2019	3000	120000	0.95
	Sub-division from the face value of ` 10/- into ` 2/-			21 08 2019	**480000	600000	0.95
	Purchase			27 09 2019	5000	605000	0.96
	Purchase			01 11 2019	5000	610000	0.97
	Purchase			20 03 2020	912	610912	0.97
	At the end of the year 31 03 2020					610912	0.97

** Consequent to the approval of the shareholders of the Company in the Annual General Meeting held on July 27, 2019, the Company had completed sub-division of Equity Share of face value of ` 10/- (Ten) each fully paid up into five Equity Shares of face value of ` 2/- (Two) each fully paid up. This sub-division was made effective August 21, 2019 (with August 20, 2019 as Record Date).

(v) Shareholding of Directors and Key Managerial Personnel :

Sl No.		No. of shares held at the face value of ₹ 10/- at the beginning of the year (01 04 2019)		No. of shares held at the face value of ₹ 2/- at the end of the year (31 03 2020)	
		No. of Shares	% of Total shares of the Company	No. of Shares	% of Total shares of the Company
1	Sri N Gopalaratnam				
	At the Beginning of the year 01 04 2019	9231	0.07		
	At the end of the year 31 03 2020			46155	0.07
2	Sri K S Kasi Viswanathan				
	At the Beginning of the year 01 04 2019	582	0.00		
	At the end of the year 31 03 2020			2910	0.00
3	Sri V Pichai				
	At the Beginning of the year 01 04 2019	8539	0.07		
	At the end of the year 31 03 2020			42695	0.07

V INDEBTENDNESS :

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

	Secured Loans excluding deposits (` crores)	Unsecured Loans (` crores)	Deposits (` crores)	Total Indebtedness (` crores)
Indebtedness at the beginning of the financial year				
(i) Principal Amount	85.20	14.85	--	100.05
(ii) Interest due but not paid	--	--	--	--
(iii) Interest accrued but not due	0.09	--	--	0.09
Total (i)+(ii)+(iii)	85.29	14.85	--	100.14
Change in Indebtedness during the financial year				
Addition	15.41	--	--	15.41
Reduction	100.70	3.10	--	103.80
Net Change	- 85.29	- 3.10	--	- 88.39
Indebtedness at the end of the financial year				
(i) Principal Amount	--	11.75	--	11.75
(ii) Interest due but not paid	--	--	--	--
(iii) Interest accrued but not due	--	--	--	--
Total (i)+(ii)+(iii)	--	11.75	--	11.75

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A Remuneration to Managing Director, Whole-time Directors and / or Manager :

SI No.	Particulars of Remuneration	Name of MD / WTD/ Manager			Total Amount
		Sri N Gopalaratnam Chairman	Sri K S Kasi Viswanathan MD	Sri V Pichai Deputy MD & Secretary	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	7980000	6780000	6780000	21540000
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	10000	1252774	1252774	2515548
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	7980000	6780000	6780000	21540000
	- as % of profit	--	--	--	--
	- others, specify	--	--	--	--
5	Others, please specify				
	(i) Provident Fund	957600	813600	813600	2584800
	(ii) Superannuation Fund	1197000	1017000	1017000	3231000
	(iii) Gratuity Premium	604806	513858	513858	1632522
	Total (A)	18729406	17157232	17157232	53043870
	Ceiling as per the Act				254469158

B Remuneration to other Directors :

SI No.	Particulars of Remuneration	Fee for attending Board / Committee Meeting	Commission	Others, Please specify %	Total Amount
1	Independent Directors				
	Dr S Narayan	225000	500000	--	725000
	Sri V Sridar	725000	500000	--	1225000
	Sri A L Somayaji	300000	500000	--	800000
	Sri Mohan Verghese Chunkath	200000	500000	--	700000
	Dr Nanditha Krishna	150000	500000	--	650000
2	Other Non-Executive Directors			--	
	Sri Deepak Srivastava, IFS	25000 [#]	500000 [#]	--	525000
	Dr.(Tmt.) M Aarthi, IAS	--	423497 [*]	--	423497
	Total (B)	1625000	3423497	--	5048497
	Total managerial Remuneration (A+B)				58092367
	Over all ceiling as per Act				279916073

Payable to Government of Tamilnadu

* Payable to The Tamilnadu Industrial Investment Corporation Limited; payable on pro-rata basis, since directorship not held throughout the year.

C Remuneration to Key Managerial Personnel other than MD / Manager/ WTD : NIL

SI No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total Amount
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961				
	(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				
	- others, specify				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / Court]	Appeal made if any (give details)
A COMPANY					
Penalty					
Punishment					
Compounding					
B DIRECTORS					
Penalty					
Punishment					
Compounding					
C OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					