

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of 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
Tamil Nadu

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

17/06/2023

(b) Due date of AGM

30/09/2023

(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	200,000,000	63,068,140	63,068,140	63,068,140
Total amount of equity shares (in Rupees)	400,000,000	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	200,000,000	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)	400,000,000	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	13,000,114	50,068,026	63068140	126,136,280	126,136,280	
Increase during the year	0	3,073,837	3073837	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify conversion from physical mode to Demat		3,073,837	3073837			
Decrease during the year	3,073,837	0	3073837	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 conversion from physical mode to Demat	3,073,837	0	3073837			
At the end of the year	9,926,277	53,141,863	63068140	126,136,280	126,136,280	
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

INE630A01024

(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	<div style="border: 1px solid black; height: 20px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 20px;"></div>
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 30px; display: inline-block;"></div> 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

20,825,270,008

(ii) Net worth of the Company

14,450,849,284

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	81,065	0.13	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)	19,159,964	30.38	0	
10.	Others OCB-NRI Promoter	7,738,475	12.27	0	
	Total	26,979,504	42.78	0	0

Total number of shareholders (promoters)

9

(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	13,099,331	20.77	0	
	(ii) Non-resident Indian (NRI)	216,859	0.34	0	
	(iii) Foreign national (other than NRI)	177	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	1,500	0	0	
4.	Banks	8,470	0.01	0	
5.	Financial institutions	4,000	0.01	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)	1,208,001	1.92	0	
10.	Others Alternative Investment ,Cle	12,550,298	19.9	0	
	Total	36,088,636	57.22	0	0

Total number of shareholders (other than promoters)

20,860

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

20,869

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	9
Members (other than promoters)	18,582	20,860
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	2	0	0.13	0
B. Non-Promoter	0	5	1	5	0.01	0
(i) Non-Independent	0	0	1	0	0	0
(ii) Independent	0	5	0	5	0.01	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	0.14	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(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 director	78,155	
V Sridar	02241339	Director	0	
S Narayan	00094081	Director	3,190	
A L Somayaji	00049772	Director	0	
Nanditha Krishna	00906944	Director	600	
Mohan Verghese Chund	01142014	Director	0	
Hans Raj Verma	00130877	Nominee director	0	
T Ritto Cyriac	07951031	Nominee director	0	
K S Kasi Viswanathan	00003584	Managing Director	2,910	
Ganesh Balakrishna Bh	09634741	Whole-time director	0	
S Srinivas	BBVPS2991B	CFO	0	
B S Rajkiran	APJPR1741R	Company Secretar	0	18/05/2023

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

11

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)
T Ritto Cyriac	07951031	Additional director	24/03/2023	Appointment as Additional Director
K Rajkumar	09359723	Nominee director	24/03/2023	Nomination withdrawn by Appointing
B S Rajkiran	APJPR1741R	Company Secretar	28/01/2023	Appointment as Company Secretary
V Pichai	00263934	Whole-time directo	03/05/2022	Office vacated due to his demise on 0
Ganesh Balakrishna Bh	09634741	Additional director	13/06/2022	Appointment as Additional Director
Ganesh Balakrishna Bh	09634741	Whole-time directo	23/07/2022	Change in designation - Director (Op
V Pichai	ADXPP2121K	Company Secretar	03/05/2022	Office vacated due to his demise on 0
S Srinivas	BBVPS2991B	Company Secretar	07/05/2022	Appointment as Company Secretary
S Srinivas	BBVPS2991B	Company Secretar	28/01/2023	Cessation of Company Secretary & C
N Gopalaratnam	00001945	Whole-time directo	13/03/2023	Re-appointment as Whole-time Direc
K S Kasi Viswanathan	00003584	Managing Director	13/03/2023	Re-appointment as Managing Directo

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	23/07/2022	18,918	198	50.75
Postal Ballot	13/03/2023	21,172	352	50.03

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2022	9	7	77.78

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	13/06/2022	10	10	100
3	22/07/2022	10	9	90
4	14/09/2022	10	9	90
5	29/10/2022	10	9	90
6	28/01/2023	10	8	80
7	24/03/2023	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

15

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 Committee	06/05/2022	6	5	83.33
2	Audit Committee	22/07/2022	6	5	83.33
3	Audit Committee	28/10/2022	6	5	83.33
4	Audit Committee	27/01/2023	6	5	83.33
5	Stakeholder Review	25/01/2023	3	3	100
6	CSR Committee	03/05/2022	4	4	100
7	CSR Committee	25/01/2023	4	4	100
8	Nomination and Remuneration Committee	26/04/2022	3	3	100
9	Nomination and Remuneration Committee	09/06/2022	3	3	100
10	Nomination and Remuneration Committee	21/01/2023	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	17/06/2023
								(Y/N/NA)

1	N Gopalaratna	7	7	100	9	9	100	Yes
2	V Sridar	7	7	100	10	10	100	Yes
3	S Narayan	7	7	100	10	10	100	Yes
4	A L Somayaji	7	7	100	13	13	100	Yes
5	Nanditha Krish	7	7	100	2	2	100	Yes
6	Mohan Verghe	7	7	100	6	6	100	Yes
7	Hans Raj Verr	7	2	28.57	5	1	20	No
8	T Ritto Cyriac	1	1	100	0	0	0	Yes
9	K S Kasi Viswa	7	7	100	6	6	100	Yes
10	Ganesh Balak	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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N Gopalaratnam	Chairman	7,980,000	15,960,000	0	3,017,889	26,957,889
2	K S Kasi Viswanath	Managing Director	6,780,000	13,560,000	0	3,856,182	24,196,182
3	Ganesh Balakrishna	Director (Operat	4,320,000	4,320,000	0	2,119,460	10,759,460
4	V Pichai	Deputy Managin	1,130,000	0	0	1,765,229	2,895,229
	Total		20,210,000	33,840,000	0	10,758,760	64,808,760

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

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	4,776,968	0	0	0	4,776,968
3	B S Rajkiran	Company Secre	465,000	0	0	0	465,000
	Total		5,241,968	0	0	0	5,241,968

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	900,000	0	850,000	1,750,000
2	S Narayan	Independent Dir	0	900,000	0	850,000	1,750,000
3	A L Somayaji	Independent Dir	0	900,000	0	1,000,000	1,900,000
4	Nanditha Krishna	Independent Dir	0	900,000	0	500,000	1,400,000
5	Mohan Verghese Cl	Independent Dir	0	900,000	0	650,000	1,550,000
6	Hans Raj Verma	Nominee Directo	0	900,000	0	150,000	1,050,000
7	Ritto Cyriac	Nominee Directo	0	900,000	0	200,000	1,100,000
	Total		0	6,300,000	0	4,200,000	10,500,000

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 RAVI

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

3318

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. ..

17(f)

dated

07/11/2015

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KASIRISWANATHAN
SUBRAMANIAN

DIN of the director

00003584

To be digitally signed by

B Ravi
Digitally signed by
B Ravi
Date: 2023.08.01
10:41:27 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

1810

Certificate of practice number

3318

Attachments

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

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders.pdf
SHT.pdf
Annexure to MGT-7.pdf
SPB_MGT 8_signed.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