

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

U01222TZ1994PTC004951

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADC50655F

(ii) (a) Name of the company

SUGUNA FOODS PRIVATE LIM

(b) Registered office address

6th Floor, Jaya Enclave,
1057 Avinashi Road
Coimbatore
Coimbatore
Tamil Nadu
611018

(c) *e-mail ID of the company

corporate@sugunafoods.com

(d) *Telephone number with STD code

04224073000

(e) Website

www.sugunafoods.com

(iii) Date of Incorporation

23/03/1994

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Private 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

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------|------------------------------|
| 1 | A | Agriculture, forestry, fishing | A1 | Production of crops and animals | 82 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------------|-----------------------|--|------------------|
| 1 | SUGUNA HOLDINGS PRIVATE L | U51100TZ2008PTC014318 | Holding | 99.67 |

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 | 34,000,000 | 16,352,778 | 16,352,778 | 16,352,778 |
| Total amount of equity shares (in Rupees) | 340,000,000 | 163,527,780 | 163,527,780 | 163,527,780 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 34,000,000 | 16,352,778 | 16,352,778 | 16,352,778 |

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 340,000,000 | 163,527,780 | 163,527,780 | 163,527,780 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 1,400,000 | 97,340 | 97,340 | 97,340 |
| Total amount of preference shares (in rupees) | 420,000,000 | 29,202,000 | 29,202,000 | 29,202,000 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference Shares | | | | |
| Number of preference shares | 1,400,000 | 97,340 | 97,340 | 97,340 |
| Nominal value per share (in rupees) | 300 | 300 | 300 | 300 |
| Total amount of preference shares (in rupees) | 420,000,000 | 29,202,000 | 29,202,000 | 29,202,000 |

(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 |
|---|------------------|-------|----------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 16,352,778 | 0 | 16352778 | 163,527,780 | 163,527,780 | |
| Increase during the year | 0 | 0 | 0 | 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 <input type="text"/> | | | | | | |
| 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 <input type="text"/> | | | | | | |
| At the end of the year | 16,352,778 | 0 | 16352778 | 163,527,780 | 163,527,780 | |
| Preference shares | | | | | | |
| At the beginning of the year | 97,340 | 0 | 97340 | 29,202,000 | 29,202,000 | |
| 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 <input type="text"/> | | | | | | |
| 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 <input type="text"/> | | | | | | |
| At the end of the year | 97,340 | 0 | 97340 | 29,202,000 | 29,202,000 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

| 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 | | <input type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input type="text"/> | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|--|----------------------|--|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|--|----------------------|--|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | 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 | 29,385 | 100000 | 2,938,500,000 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 2,938,500,000 |

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 | 1,105,000,000 | 1,833,500,000 | 0 | 2,938,500,000 |
| 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

107,580,798,255.34

(ii) Net worth of the Company

8,829,845,361

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 | 0 | 0 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|------------|-------|--------|-----|
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 16,298,283 | 99.67 | 97,340 | 100 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 16,298,283 | 99.67 | 97,340 | 100 |

Total number of shareholders (promoters)

1

(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 | 52,163 | 0.32 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 2,332 | 0.01 | 0 | 0 |
| 10. | Others | 0 | 0 | 0 | 0 |

| | | | | | |
|--|--------------|--------|------|---|---|
| | Total | 54,495 | 0.33 | 0 | 0 |
|--|--------------|--------|------|---|---|

Total number of shareholders (other than promoters)

59

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

60

**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 | 1 | 1 |
| Members (other than promoters) | 59 | 59 |
| Debenture holders | 1 | 2 |

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 | 2 | 1 | 2 | 1 | 0 | 0 |
| B. Non-Promoter | 1 | 2 | 1 | 2 | 0 | 0 |
| (i) Non-Independent | 1 | 2 | 1 | 2 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors 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 | 3 | 3 | 3 | 0 | 0 |

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

8

(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) |
|---------------------|------------|-------------------|--------------------------------|--|
| G.B. Sundararajan | 00062984 | Managing Director | 0 | |
| B. Soundararajan | 00063462 | Director | 0 | |
| Srikanth Srinivasan | 00084104 | Director | 0 | |
| Bijou Kurien | 01802995 | Director | 0 | |
| S.Vignesh | 08173097 | Director | 0 | |
| R.Nagarajan | 09262365 | Director | 0 | |
| N.Srinivasan | ASAPS0410J | CFO | 0 | |
| V. Karthikeyan | AVBPK9518K | Company Secretar | 0 | |

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

4

| 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) |
|--------------|------------|--|---|--|
| S. Selvam | 06584392 | Whole-time director | 05/07/2021 | Cessation |
| R.Nagarajan | 09262365 | Additional director | 07/08/2021 | Appointment |
| R.Nagarajan | 09262365 | Director | 15/09/2021 | Change in designation |
| N.Srinivasan | ASAPS0410J | CFO | 28/09/2021 | Appointment |

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 |
| Extra Ordinary General Mee | 23/04/2021 | 60 | 4 | 99.67 |
| Annual General Meeting | 15/09/2021 | 60 | 3 | 99.67 |

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 | 15/04/2021 | 6 | 5 | 83.33 |
| 2 | 07/08/2021 | 5 | 5 | 100 |
| 3 | 28/09/2021 | 6 | 5 | 83.33 |
| 4 | 29/10/2021 | 6 | 6 | 100 |
| 5 | 14/02/2022 | 6 | 6 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

10

| 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 | CSR Committee | 10/05/2021 | 3 | 3 | 100 |
| 2 | Finance Comn | 25/06/2021 | 3 | 3 | 100 |
| 3 | Investment Co | 24/07/2021 | 3 | 3 | 100 |
| 4 | CSR Committee | 04/08/2021 | 3 | 3 | 100 |
| 5 | Finance Comn | 23/08/2021 | 3 | 3 | 100 |
| 6 | Investment Co | 25/08/2021 | 3 | 3 | 100 |
| 7 | Finance Comn | 23/09/2021 | 3 | 3 | 100 |
| 8 | Finance Comn | 17/11/2021 | 3 | 3 | 100 |
| 9 | Finance Comn | 29/12/2021 | 3 | 3 | 100 |
| 10 | Finance Comn | 02/03/2022 | 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 | |
| | | | | | | | | 29/09/2022 |
| | | | | | | | | (Y/N/NA) |

| | | | | | | | | |
|---|-----------------|---|---|-----|----|----|-----|-----|
| 1 | G.B. Sundarar | 5 | 5 | 100 | 10 | 10 | 100 | Yes |
| 2 | B. Soundarara | 5 | 4 | 80 | 10 | 10 | 100 | Yes |
| 3 | Srikanth Sriniv | 5 | 5 | 100 | 6 | 6 | 100 | No |
| 4 | Bijou Kurien | 5 | 5 | 100 | 0 | 0 | 0 | No |
| 5 | S.Vignesh | 5 | 5 | 100 | 4 | 4 | 100 | No |
| 6 | R.Nagarajan | 3 | 3 | 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

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | G.B. Sundararajan | Managing Direct | 12,533,864 | 0 | 0 | 0 | 12,533,864 |
| 2 | S.Vignesh | Director | 10,211,631 | 0 | 0 | 0 | 10,211,631 |
| 3 | R.Nagarajan | Director | 843,621 | 0 | 0 | 0 | 843,621 |
| | Total | | 23,589,116 | 0 | 0 | 0 | 23,589,116 |

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 | N.Srinivasan | CFO | 3,973,462 | 0 | 0 | 0 | 3,973,462 |
| 2 | V.Karthikeyan | Company Secre | 928,613 | 0 | 0 | 0 | 928,613 |
| | Total | | 4,902,075 | 0 | 0 | 0 | 4,902,075 |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

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 VEENA

Whether associate or fellow

Associate Fellow

Certificate of practice number

12919

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.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(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

Digitally signed by
SOUNDARA RAJAN VIGNESH
Date: 2022.11.19 16:30:17 +0530'

DIN of the director

To be digitally signed by

Digitally signed by
VAIRAVAN KARTHIKEYAN
Date: 2022.11.19 16:33:31 +0530'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

List of Shareholders and Debenture Holder
MGT - 8_2021-2022.pdf

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

FORM NO. MGT-8

**[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s. SUGUNA FOODS PRIVATE LIMITED (CIN: U01222TZ1994PTC004951)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2022**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. The Company has complied with the provisions of Companies Act, 2013 and Rules made thereunder and duly maintains its status as a Private Limited Company under the Act.
 2. The Company has kept and maintained applicable registers and records as per the provisions of the Act and the rules made there under and all entries therein have been recorded.
 3. The Company has filed all the forms and returns with the Registrar of Companies within the Prescribed time except in few cases where it was filed with requisite additional fees. However, the company has not filed any forms with Regional Director/The Tribunal/ Court or other authorities.
 4. The meeting(s) of the Board of Directors, its committees and the members of the Company have been convened, through both physical and OAVM mode and the same

Suguna Foods Private Limited – MGT- 8



were held within the due dates as stated in the annual return, including the circular resolutions passed, in respect of which meeting(s), proper notices were given and the proceedings have been properly recorded in the Minutes Book / Registers maintained for the purpose and the same have been signed.

5. The company was not required to close its Register of Members during the year under review.
6. The Company has not advanced any loan to its directors or other persons or firms or companies referred in Section 185 of the Act.
7. The Company has entered into transactions with the related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of the Section 188 of the Act.
8. The Company has issued and allotted the below mentioned debentures
 - i) 3667, Unlisted, Senior, Secured, Redeemable, Non-Convertible Debentures ("NCDs") of ₹1,00,000/- (One Lakh) each for an aggregate principal amount of ₹ 36,67,00,000/- (Rupees Thirty-Six Crores Sixty-Seven Lakhs only) on Private Placement basis to M/s Asian Development Bank on 29th April, 2021
 - ii) 11000, Unlisted, rated, Secured, Redeemable, Non-Convertible debentures ("NCDs") of ₹1,00,000/- (One Lakh) each, for an aggregate principal amount of ₹110,00,00,000/- (Rupees One Hundred and Ten Crores only) on private placement basis to M/s International Finance Corporation on 1st June, 2021.
 - iii) 3668, Unlisted, Senior, Secured, Redeemable, Non-Convertible Debentures ("NCDs") of ₹1,00,000/- (One Lakh) each for an aggregate principal amount of ₹ 36,68,00,000/- (Rupees Thirty-Six Crores Sixty-Eight Lakhs only) on Private Placement basis to M/s Asian Development Bank on 29th September, 2021

However, there were no cases of transmission of shares, buy back of securities, redemption of preference shares, alteration or reduction of Share capital, conversion of shares / securities or any issue of security certificates during the year under review.



9. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. The Company has not declared and paid any dividend during the year. Also there were no amounts which were required to be transferred to the Investor Education and Protection Fund during the year.
11. The audited financial statements are signed as per the provisions of Section 134 of the Act and the report of directors is as per sub-sections (3), (4) and (5) thereof.
12. The Board of Directors of the Company is duly constituted. The Directors have disclosed their interest in other firms / Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.

The following changes have taken place in the Board:

- I. Mr. S. Selvam, Whole Time Director retired from the Board with effect from 5th July, 2021 and the same was recorded by the Board of Directors in accordance with the provisions of the Act.
- II. Mr. Ranganathan Nagarajan, was appointed as an Additional Director with effect from 7th August, 2021 and he was appointed as Director by the Shareholders in the Annual General Meeting held on 15th September, 2021 and the same was recorded by the Board of Directors in accordance with the provisions of the Act.
- III. Mr. Natarajan Srinivasan was appointed as Chief Financial Officer of the Company with effect from 28th September, 2021 and the same was recorded by the Board of Directors in accordance with the provisions of the Act.

13. Auditor:

(i) Statutory Auditor

M/s. B.S.R & Co LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), are the Statutory Auditors of the Company in terms of Section 139 and Section 141 of the Companies Act, 2013.



(ii) Secretarial Auditor

M/s. G.V. and Associates, a firm of Company Secretaries in Practice are the Secretarial Auditors of the Company for the financial year 2021-2022 under the provisions of Section 204 of the Companies Act, 2013 read with Rule 9(I)(c) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020.

(iii) Cost Auditor

M/s. Narasimha Murthy & Co, Cost Auditors (Firm Registration Number 000042), Hyderabad have been re-appointed as the Cost Auditors of the Company for the Financial year 2022-2023.

14. The Company was not required to obtain any approvals from Central Government /Tribunal/ Regional Director/ Registrar/ Court or such other authorities under the various provisions of the Act during the year;
15. The Company has not accepted/renewed any deposits during the year under review.
16. During the year under review, the company has not borrowed any money from its directors, members, or others. However, the Company has borrowings from banks and public financial institutions, and the Company has complied with the provisions of the Act in respect of Creation/Satisfaction/Modification of existing charges wherever applicable.
17. During the period under review, the Company has not given any loans or guarantees or provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
18. The Company has not altered any provisions of the Memorandum of Association and Articles of Association during the year under review.

Place: Coimbatore

Date: 18.11.2022

UDIN: F010050D001880776

PEER REVIEW NUMBER: 2738/2022

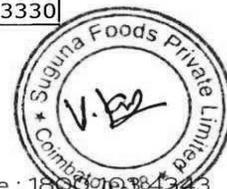

B. VEENA., M.B.A., M.Phil., FCS.,
COMPANY SECRETARY IN PRACTICE
FCS : 10050, CP No : 12919
38-A, New Chitrambalam Layout
Pappanaickenpalayam, Coimbatore - 641 037

| SUGUNA FOODS PRIVATE LIMITED | | | | | |
|--|-----------------|-------------------------|-----------------|----------|--------------|
| Equity List of Share Holders as on 31.03.2022 | | | | | |
| S.No | Folio No | NAME | HOLDINGS | % | Value |
| 1 | EA0002 | Mr. U. ABUPAKKAR | 333 | 0.002 | 3330 |
| 2 | EA0006 | Dr.P.R.ANBUMONEY | 333 | 0.002 | 3330 |
| 3 | EA0007 | Mr. ANIL DHUMAL | 1000 | 0.006 | 10000 |
| 4 | EA0008 | Mr. ANIL GUPTA | 833 | 0.005 | 8330 |
| 5 | EA0009 | Mr. S. ANNADURAI | 2000 | 0.012 | 20000 |
| 6 | EA0011 | Mr. L. ARULMURUGHU | 333 | 0.002 | 3330 |
| 7 | EA0013 | Mr. R. ARUN | 333 | 0.002 | 3330 |
| 8 | EA0015 | Mrs. ARUNABEN K SHAH. | 1333 | 0.008 | 13330 |
| 9 | EB0001 | Mr. P.K.BALACHANDRAN | 333 | 0.002 | 3330 |
| 10 | EB0004 | Mr. BERNARD JOSEPH. | 363 | 0.002 | 3630 |
| 11 | EC0002 | Mr. T. CHANDRASEKARAN | 833 | 0.005 | 8330 |
| 12 | EC0004 | Mr. G. CHANDRASHEKAR | 333 | 0.002 | 3330 |
| 13 | EG0001 | Mr. V. GOPALSAMY | 333 | 0.002 | 3330 |
| 14 | EK0002 | Mrs. K. KAMALAM | 166 | 0.001 | 1660 |
| 15 | EK0003 | Mrs. M. KAMALAVENI | 726 | 0.004 | 7260 |
| 16 | EK0009 | Mr.S. KIRTILAL SHAH | 666 | 0.004 | 6660 |
| 17 | EK0014 | Mr. R. KRISHNAMURTHI | 500 | 0.003 | 5000 |
| 18 | EL0001 | Mr. R. LAKSHMANAN | 500 | 0.003 | 5000 |
| 19 | EM0001 | Mrs. S. MAHALAKSHMI | 333 | 0.002 | 3330 |
| 20 | EM0005 | Mr. P.V. MENON | 333 | 0.002 | 3330 |
| 21 | EM0013 | Mr. U.K.K. MENON | 9089 | 0.056 | 90890 |
| 22 | EM0014 | Mr. M.S. MYLSAMY | 363 | 0.002 | 3630 |
| 23 | EN0001 | Mr. K.NAILESH SHAH | 1333 | 0.008 | 13330 |
| 24 | EN0004 | Mrs. NEELA N SHAH. | 1000 | 0.006 | 10000 |
| 25 | EP0002 | Mr. U. PARESH VAKIL | 8333 | 0.051 | 83330 |
| 26 | EP0003 | Mrs. B. PARIMALA | 333 | 0.002 | 3330 |
| 27 | EP0006 | Mr. PURUSHOTHAM | 363 | 0.002 | 3630 |
| 28 | EP0007 | Mr. V. PURUSOTHAMAN | 166 | 0.001 | 1660 |
| 29 | ER0001 | Mr. R. RADHAKRISHNAN | 333 | 0.002 | 3330 |
| 30 | ER0004 | Mrs. R. RAJAMMAL | 363 | 0.002 | 3630 |
| 31 | ER0005 | Mr. A. RAJASEKAR | 333 | 0.002 | 3330 |
| 32 | ER0008 | Mr. N. RAJGOPAL | 166 | 0.001 | 1660 |
| 33 | ER0009 | Mr. K.N. RAJU | 333 | 0.002 | 3330 |
| 34 | ER0013 | Mrs. R. RAMALASHMI | 500 | 0.003 | 5000 |
| 35 | ER0021 | Mr. K. RAVINDRAN | 8333 | 0.051 | 83330 |
| 36 | ER0022 | Mr. S. RAVISANKAR | 333 | 0.002 | 3330 |
| 37 | ER0025 | Mrs. RINKU KALPESH SHAH | 2333 | 0.014 | 23330 |
| 38 | ER0026 | Dr.S. RUKMANGATHAN | 333 | 0.002 | 3330 |
| 39 | ES0001 | Mr. S. SAMPATHKUMAR | 166 | 0.001 | 1660 |
| 40 | ES0003 | Mr. SANJAY KUMAR | 363 | 0.002 | 3630 |
| 41 | ES0005 | Mrs. M. SANTHA | 454 | 0.003 | 4540 |
| 42 | ES0009 | Mr. C.V. SATISH KUMAR | 333 | 0.002 | 3330 |

Suguna Foods Private Limited

Reg. Office : 6th Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore -641018. India.
CIN : UO1222TZ1994PTCOO4951

Corporate office : 2nd Floor, UNITEA Building, No 3, Savithri Shanmugam Road, Race course, Coimbatore, Tamil Nadu, India , Pincode - 641018. Ph: +91 422 407 3000



Toll Free : 1800 10364343
corporate@sugunafoods.com
www.sugunafoods.com

| | | | | | |
|-------------------------------------|--------|---------------------------------|-----------------|---------------|------------------|
| 43 | ES0012 | Mrs. SHAILAJA DHUMAL | 1000 | 0.006 | 10000 |
| 44 | ES0013 | Mr. M. SHANMUGAM | 333 | 0.002 | 3330 |
| 45 | ES0015 | Mr. K. SIVASUBRAMANIYAN | 333 | 0.002 | 3330 |
| 46 | ES0020 | Dr.K. SUBASH | 333 | 0.002 | 3330 |
| 47 | ES0021 | Mrs. S. SUBBALAKSHMI | 333 | 0.002 | 3330 |
| 48 | ES0024 | Mr. S. SUKUMAR | 333 | 0.002 | 3330 |
| 49 | ET0001 | Mr. M. THANGAMANI | 333 | 0.002 | 3330 |
| 50 | EU0001 | Mrs. G. UMAPATHI | 333 | 0.002 | 3330 |
| 51 | EV0001 | Mr. R. VAIDYANATHAN | 333 | 0.002 | 3330 |
| 52 | EV0005 | Mrs. S. VASANTHI | 500 | 0.003 | 5000 |
| 53 | EP0010 | Mr. K.R. PONNUCHAMY | 1 | 0.000 | 10 |
| 54 | EK0016 | Mr. S. KARUNANITHI | 1 | 0.000 | 10 |
| 55 | EJ0003 | Mrs. G. JEYACHITRA | 1 | 0.000 | 10 |
| 56 | EN0006 | Mrs. R. NITHYA | 90 | 0.001 | 900 |
| 57 | ES0030 | Mr. M. SIVAKUMAR | 333 | 0.002 | 3330 |
| | | Total A | 52163 | 0.319 | |
| Body Corporates | | | | | |
| 58 | ES0025 | SUN INDIA HATCHERIES(P) LTD | 666 | 0.004 | 6660 |
| 59 | ES0010 | SELVAM BROILERS PRIVATE LIMITED | 1666 | 0.010 | 16660 |
| | | Total B | 2332 | 0.014 | |
| Promoters and Body corporate | | | | | |
| 60 | ES0027 | SUGUNA HOLDINGS PRIVATE LIMITED | 16298283 | 99.67 | 162982830 |
| | | Total C | 16298283 | 99.67 | |
| | | TOTAL EQUITY SHARES | 16352778 | 100.00 | 163527780 |

For Suguna Foods Private Limited



V. Karthikeyan
Company Secretary

Suguna Foods Private Limited

Reg. Office : 6th Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore -641018. India.
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Corporate office : 2nd Floor, UNITEA Building, No 3, Savithri Shanmugam Road, Race course, Coimbatore, Tamil Nadu, India , Pincode - 641018. Ph: +91 422 407 3000

Toll Free : 1800 103 4343
corporate@sugunafoods.com
www.sugunafoods.com



SUGUNA FOODS PRIVATE LIMITED

LIST OF PREFERENCE SHARE HOLDERS AS ON 31.03.2022

| S.No | Folio No | Name of the Share Holder | Name of the Instrument | No of shares | Value in Rs. (Face Value Rs.300/-) | Share Holding % |
|------|-----------|---------------------------------|--|--------------|------------------------------------|-----------------|
| 1 | PS0000003 | Suguna Holdings Private Limited | 7.5% Redeemable Optionally Convertible Cumulative Preference Shares of Rs.300 each | 97340 | 29202000 | 100.00 |
| | | Total | | 97340 | 29202000 | 100.00 |

For Suguna Foods Private Limited

V. Karthikeyan
Company Secretary

Suguna Foods Private Limited

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corporate@sugunafoods.com
www.sugunafoods.com



SUGUNA FOODS PRIVATE LIMITED

LIST OF DEBENTURE HOLDERS AS ON 31.03.2022

| S.No | ISIN | DP ID & Client ID | Name of the Debenture Holder | Name of the Instrument | No of Unit | Value in ₹ (Face Value ₹ 100000/- Per Unit) | Share Holding % |
|------|--------------|--|-----------------------------------|--|--------------|---|-----------------|
| 1 | INE0DLQ07014 | DP ID: IN300054 CL ID: 10060393 | International Finance Corporation | Unlisted, rated, secured, redeemable non convertible debentures | 11050 | 1105000000 | 100.00 |
| 2 | INE0DLQ07030 | DP ID: IN300054 CL ID: 10060393 | International Finance Corporation | Unlisted, rated, secured, redeemable non convertible debentures | 11000 | 1100000000 | 100.00 |
| 3 | INE0DLQ07022 | DP ID: IN300167 CL ID: 10120157 | Asian Development Bank | Unlisted, senior, secured, redeemable non convertible debentures | 3667 | 366700000 | 100.00 |
| 4 | INE0DLQ07048 | DP ID: IN300167 CL ID: 10120157 | Asian Development Bank | Unlisted, senior, secured, redeemable non convertible debentures | 3668 | 366800000 | 100.00 |
| | Total | | | | 29385 | 2938500000 | |

For Suguna Foods Private Limited

V. Karthikeyan
Company Secretary

Suguna Foods Private Limited

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